

SENSIENT TECHNOLOGIES CORP  
Form DEF 14A  
March 11, 2016

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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Section 240.14a-12

SENSIENT TECHNOLOGIES CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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March 11, 2016

Dear Fellow Shareholder:

You are invited to attend the Annual Meeting of Shareholders of Sensient Technologies Corporation. The meeting will be held on Thursday, April 21, 2016, at 2:00 p.m., Central Time, at the Trump International Hotel, 401 North Wabash Avenue, Chicago, Illinois.

I hope that you will be able to join us at the meeting to review the year and take a look at what the future holds for our Company. In addition, the business to be transacted is: (i) to elect ten directors of the Company as described in the accompanying Proxy Statement; (ii) to give an advisory vote on our executive compensation; (iii) to ratify the appointment of Ernst & Young LLP, certified public accountants, as the independent auditors of the Company for 2016; and (iv) to transact such other business as may properly come before the meeting or any adjournment thereof.

Whether or not you plan to attend the meeting, it is important that you exercise your right to vote as a shareholder. Please indicate your vote on the enclosed proxy card and return it promptly using the envelope provided or vote by telephone or by Internet according to the instructions on the enclosed proxy card. Be assured that your votes are completely confidential.

Also enclosed is our 2015 Annual Report on Form 10-K for your review.

On behalf of the officers and directors of the Company, thank you for your continued support and confidence.

Sincerely,

Paul Manning  
President and Chief Executive Officer

Enclosures

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SENSIENT TECHNOLOGIES CORPORATION

777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202

Notice of Annual Meeting To Be Held April 21, 2016

To the Shareholders of  
Sensient Technologies Corporation:

NOTICE IS HEREBY GIVEN that the 2016 Annual Meeting of Shareholders (“Meeting”) of Sensient Technologies Corporation, a Wisconsin corporation (“Company”), will be held at the Trump International Hotel, 401 North Wabash Avenue, Chicago, Illinois, on Thursday, April 21, 2016, at 2:00 p.m., Central Time, for the following purposes:

1. To elect ten directors of the Company as described in the accompanying proxy statement;
2. To give an advisory vote to approve the compensation of the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion in the accompanying proxy statement;
3. To ratify the appointment of Ernst & Young LLP, certified public accountants, as the independent auditors of the Company for 2016; and
4. To transact such other business as may properly come before the Meeting or any adjournments thereof.

Important Notice Regarding the Internet Availability of Proxy Materials  
for the Shareholder Meeting to Be Held on April 21, 2016

The Proxy Statement and Notice of Annual Meeting and the 2015 Annual Report on Form 10-K are available on Sensient’s website at <http://investor.sensient.com>

The Board of Directors has fixed the close of business on February 29, 2016 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and any adjournments thereof. Holders of a majority of the outstanding shares must be present in person or by proxy in order for the Meeting to be held.

The Company encourages you to attend the Meeting and vote your shares in person. However, whether or not you are able to attend the Meeting, please complete the enclosed proxy and return it promptly using the envelope provided or vote by telephone or by Internet according to the instructions on the enclosed proxy card, so that your shares will be represented at the Meeting. You may revoke your proxy at any time before it is actually voted by delivering a notice in writing to the undersigned (including by delivering a later executed proxy or voting by telephone or by Internet) or by attending the Meeting and voting in person. Your attention is directed to the attached proxy statement and accompanying proxy.

For directions to the Meeting site, contact the Company’s Secretary at (414) 271-6755. Shareholders of record who wish to vote in person may do so at the Meeting.

On Behalf of the Board of Directors

John L. Hammond

Secretary

Milwaukee, Wisconsin  
March 11, 2016

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PROXY VOTING INSTRUCTIONS

If you are a record holder, you may cast your vote in person at the meeting or by any one of the following ways:

BY TELEPHONE: You may call the toll-free number indicated on your proxy card. Follow the simple instructions and use the personalized control number specified on your proxy card to vote your shares. You will be able to confirm that your vote has been properly recorded. Your telephone vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

OVER THE INTERNET: You may visit the Web site indicated on your proxy card. Follow the simple instructions and use the personalized control number specified on your proxy card to vote your shares. You will be able to confirm that your vote has been properly recorded. Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

BY MAIL: You may mark, sign and date the enclosed proxy card and return it in the postage-paid envelope provided.

If you are a beneficial holder (that is, if your shares are held through your bank or broker), you will receive instructions on how to vote your shares with these proxy materials. If a broker does not receive voting instructions from the beneficial owner on the election of directors, on the approval of our executive compensation or on any matter relating to executive compensation, the broker may not vote such shares without specific instructions and may return a proxy card with no vote on these matters, in which case such shares will have no effect in the outcome of such matters. If you are a participant in a Sensient employee benefit plan, you have the right to instruct the trustees and/or administrators of such plans to vote the shares allocated to your plan account. If no instructions are given or if your voting instructions are not received by the deadline shown on the enclosed voting instruction form, the uninstructed shares will be voted in accordance with the provisions of the applicable plan.

IF YOU HAVE ANY QUESTIONS OR NEED ASSISTANCE WITH VOTING,  
PLEASE CONTACT OUR PROXY SOLICITOR,

D. F. KING & CO., INC.  
TOLL FREE AT (800) 331-6359.

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SENSIENT TECHNOLOGIES CORPORATION

777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202  
(414) 271-6755

Proxy Statement

For Annual Meeting Of Shareholders  
to be held on April 21, 2016

GENERAL

This proxy statement and accompanying proxy are first being furnished to the shareholders of Sensient Technologies Corporation, a Wisconsin corporation (“Company”), beginning on or about March 11, 2016, in connection with the solicitation by the Board of Directors of the Company (“Board”) of proxies for use at the Company’s 2016 Annual Meeting of Shareholders to be held at the Trump International Hotel, 401 North Wabash Avenue, Chicago, Illinois, on Thursday, April 21, 2016, at 2:00 p.m., Central Time, and at any adjournments thereof (“Meeting”), for the purposes set forth in the attached Notice of Annual Meeting and in this proxy statement.

Accompanying this proxy statement are a Notice of Annual Meeting and a form of proxy solicited by the Board for the Meeting. This proxy statement and the accompanying Notice of Annual Meeting and the 2015 Annual Report on Form 10-K (“2015 Annual Report”) are also available on our website at <http://investor.sensient.com>. The 2015 Annual Report, which also accompanies this proxy statement, contains financial statements for the three years ended December 31, 2015, and certain other information concerning the Company. The Company will provide copies of the exhibits to the 2015 Annual Report to shareholders upon request. The 2015 Annual Report and financial statements are neither a part of this proxy statement nor incorporated herein by reference.

Only holders of record of the Company’s Common Stock (“Common Stock”) as of the close of business on February 29, 2016, are entitled to notice of, and to vote at, the Meeting. On that date, the Company had 44,908,408 shares of Common Stock outstanding, each of which is entitled to one vote on each proposal submitted for shareholder consideration at the Meeting.

Subject to the applicable New York Stock Exchange regulations regarding discretionary voting by brokers, a proxy, in the enclosed form, that is properly executed, duly returned to the Company or its authorized representatives or agents and not revoked, or that has been properly voted by telephone or by Internet according to the instructions on the enclosed proxy card and not revoked, will be voted in accordance with the shareholder’s instructions contained in the proxy. If no instructions are indicated on the executed and returned proxy, the shares represented thereby will be voted as follows:

FOR the election of the Board’s ten nominees for director;

FOR approval of the compensation of our named executive officers, as disclosed herein pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion in this proxy statement;

FOR ratification of the Board’s appointment of Ernst & Young LLP as the Company’s independent auditors for 2016; and

On such other matters that may properly come before the Meeting in accordance with the best judgment of the individual proxies named in the proxy.





Brokers are not entitled to vote on the election of directors, on the advisory shareholder vote on our executive compensation or on any matter relating to executive compensation unless they receive voting instructions from the beneficial owner, but they will be able to vote with respect to ratification of Ernst & Young LLP as our auditors for 2016. If a broker does not receive voting instructions from the beneficial owner, the broker may return a proxy card with no vote on these matters, which is usually referred to as a broker non-vote. The shares subject to a broker non-vote will be counted for purposes of determining whether a quorum is present at the Meeting if the shares are represented at the Meeting by proxy from the broker. A broker non-vote will have no effect with respect to the election of directors and the advisory shareholder vote on our executive compensation.

Shares held in the same registration (for example, shares held by an individual directly and through an employee benefit plan) will be combined into the same proxy card whenever possible. However, shares held with different registrations cannot be combined and therefore a shareholder may receive more than one proxy card. If you hold shares in multiple accounts with different registrations, you must vote each proxy card you receive to ensure that all shares you own are voted in accordance with your directions.

Any shareholder giving a proxy may revoke it at any time before it is exercised at the Meeting by delivering written notice thereof to the Secretary of the Company or by delivering a later executed proxy. Any shareholder attending the Meeting may vote in person whether or not the shareholder has previously filed a proxy. Presence at the Meeting by a shareholder who has signed a proxy does not in itself revoke the proxy. The shares represented by all properly executed proxies received prior to the Meeting and not revoked will be voted as directed by the shareholders.

The cost of soliciting proxies will be borne by the Company. Proxies may be solicited by directors, officers or employees of the Company in person, by telephone or by Internet. The Company will use the services of D. F. King & Co., Inc., New York, New York, to aid in the solicitation of proxies. Sensient expects that it will pay D. F. King & Co., Inc., its customary fees, estimated not to exceed approximately \$10,500 in the aggregate, plus reasonable out-of-pocket expenses incurred in the process of soliciting proxies. The Company will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their expenses in sending proxy materials to the beneficial owners.

ITEM 1.

ELECTION OF DIRECTORS

All directors are elected on an annual basis for one-year terms. The Board currently consists of twelve members. Messrs. Croft and Kenneth Manning, who are currently serving as directors, will retire from the Board at the time of the Meeting. Upon the retirement of Messrs. Croft and Kenneth Manning from the Board, the Board will decrease the size of the Board from twelve to ten members in accordance with Sensient's Bylaws. The Board has re-nominated the other ten of its current directors: Messrs. Brown, Cichurski and Paul Manning; Drs. Carleone, Clydesdale, Ferruzzi, Landry and Wedral; and Ms. McKeithan-Gebhardt and Whitelaw.

The Company intends that the persons named as proxies in the accompanying proxy cards will vote FOR the election of the Board's ten nominees. If any nominee should become unable to serve as a director prior to the Meeting, the shares represented by proxy cards that include directions to vote in favor of that nominee or that do not contain any other instructions will be voted FOR the election of such other person as the Board may recommend, subject to the rules for broker non-votes described under "General" above.

Sensient's Amended and Restated Articles of Incorporation provide that directors shall be elected by a majority of the votes cast by the shares entitled to vote at a meeting at which a quorum is present except in a contested election of directors. Brokers do not have discretion to cast votes in the election of directors with respect to any shares for which they have not received voting directions from the beneficial owners.

Pursuant to the Company's Bylaws, written notice of other qualifying nominations by shareholders for election to the Board, together with a completed Directors and Executive Officers Questionnaire, affirmation, consent and certain other materials as specified in the Company's Bylaws, must have been received by the Secretary no later than 90 days before the meeting, or January 22, 2016, with respect to the Meeting. As no notice of any other nominations was received, no other nominations for election to the Board may be made by shareholders at the Meeting.

Director Selection Criteria; Director Qualifications and Experience

The Company has included its criteria for selecting nominees to the Board both on its website and as an attachment to its annual meeting proxy statement for many years. Those criteria, which are periodically reviewed by the Nominating and Corporate Governance Committee, are included as Appendix A to this proxy statement. The criteria emphasize the need for independence and an absence of material conflicts of interest of all independent and non-management directors; the personal attributes the Company seeks in all directors; and the broad mix of skills and experience that should exist among its directors to enhance both the diversity of perspectives, professional experience, education and other attributes and the overall strength of the composition of the Board. The skills and experience that we consider most important for membership on the Board include a background in at least one of the following areas:

- substantial recent business experience at the senior management level, preferably as chief executive officer;
- recent leadership position in the administration of a major college or university;
- recent specialized expertise at the doctoral level in a science or discipline important to the Company's business;
- recent prior senior level governmental or military service;
- financial expertise; or
- risk assessment, risk management or employee benefit skills or experience.

The particular skills, experience, qualifications and other attributes that the Board believes qualify each of Sensient's nominees to serve on the Board are briefly described below.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR ALL TEN NOMINEES DESCRIBED BELOW. SHARES OF COMMON STOCK REPRESENTED AT THE MEETING BY EXECUTED BUT UNMARKED PROXIES (EXCLUDING BROKER NON-VOTES) WILL BE VOTED FOR ALL TEN NOMINEES DESCRIBED BELOW.

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Director Since 2004  
Audit Committee (Chairman)  
Hank Brown Finance Committee  
Age 76 Nominating and Corporate Governance Committee  
Scientific Advisory Committee

Mr. Brown is President Emeritus of the University of Colorado and Senior Counsel with the law firm of Brownstein, Hyatt, Farber and Scheck P.C. Mr. Brown was President of the University of Colorado from 2005 to 2008, and President of the University of Northern Colorado from 1998 to 2002, in both cases leading the institutions to greater enrollment and financial support. In between his times as president of a university, Mr. Brown served from 2002 to 2005 as President and Chief Executive Officer of the Daniels Fund, a billion dollar charitable foundation, where he continues to serve on the Board. Mr. Brown served as a United States Senator from Colorado from 1991 to 1997 (serving on the Foreign Relations and Judiciary Committees), and five terms in the U.S. House of Representatives from 1981 to 1991 (serving on the Ways and Means and Budget Committees). Prior to that, Mr. Brown served as Vice President of Monfort of Colorado, Inc. (a public food company with international operations, later acquired by ConAgra Foods, Inc.) from 1969 to 1980. While at Monfort, Mr. Brown started and/or directed several divisions with increasing responsibilities, including Corporate Development, International Sales and Operations and the Lamb Feeding, Processing and Sales Division. Within the past five years he was a director of Sealed Air Corporation (from 1997 to 2015), First Bank Corp. (from 2013 to 2015) and Delta Petroleum Corporation (from 2007 to 2010); prior to that time he was a director of several other public companies.

Mr. Brown earned a bachelor of science degree in accounting from the University of Colorado in 1961. Mr. Brown volunteered for the U.S. Navy, earning his commission at Newport, Rhode Island, and his navigator wings at Pensacola, Florida, and Corpus Christi, Texas. Following his service with Naval Aviation Squadron VR – 22 and a tour in Viet Nam, Mr. Brown retired from the Navy as a Lieutenant and enrolled in law school in 1966. In 1969, Mr. Brown received his Juris Doctorate from the University of Colorado and passed the Colorado Bar Exam. Mr. Brown earned an LLM in taxation from George Washington University in 1986 by attending night classes while serving in Congress. In 1988, he passed the CPA exam and is a certified public accountant (currently inactive).

For the following reasons, the Board concluded that Mr. Brown should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Mr. Brown's extensive management experience in private, public and non-profit sector enterprises, including public corporations with extensive international operations in food-related businesses, provides Sensient with a broad perspective in addressing issues of governance, financial management, executive recruitment and risk management that are relevant to any large organization. Mr. Brown's background as an attorney and CPA, and his experiences developing financial and governmental expertise, allow him to make valuable contributions to Sensient's Audit Committee, Finance Committee and Nominating and Corporate Governance Committee and allow him to assist with the Board's oversight of risk management and compliance matters. Further, Mr. Brown's background in government service provides special insights into legislative and regulatory trends impacting Sensient's business.

Director Since 2014

Dr. Joseph Carleone Audit Committee

Age 70

Compensation and Development Committee

Scientific Advisory Committee

Dr. Carleone is Chairman of the Board of AMPAC Fine Chemicals LLC, a leading manufacturer of pharmaceutical active ingredients (since December 2015). Prior to this position, Dr. Carleone was President and Chief Executive Officer of American Pacific Corporation (from 2010 to 2015), a leading custom manufacturer of fine and specialty chemicals and propulsion products, and a director of American Pacific Corporation (from 2006 to 2015). Dr. Carleone was Chairman of the Board of American Pacific Corporation from March 12, 2013, until it was acquired by H.I.G. Capital, LLC on February 27, 2014, and President and Chief Operating Officer of American Pacific Corporation from 2006 to 2009. Dr. Carleone has also served or currently serves as an officer and/or a director of several directly or indirectly wholly-owned subsidiaries of American Pacific Corporation. From 2007 through 2009, Dr. Carleone served as a director for Reinhold Industries, Inc., a diversified manufacturer of advanced custom composite components and sheet molding compounds for a variety of applications in the United States and Europe. From 2005 through 2006, Dr. Carleone served as Senior Vice President and Chief Product Officer of Irvine Sensors Corporation, a technology company engaged in the design, development, manufacture and sale of security products, software, vision systems and miniaturized electronic products and higher level systems for defense, information technology and physical security for government and commercial applications. From 2003 through 2005, he served as a member of the board of directors of Irvine Sensors Corporation. Dr. Carleone also served as President of Aerojet Fine Chemicals LLC, a business unit of GenCorp Inc., and as Vice President of GenCorp Inc., a manufacturer of aerospace and defense products and systems with a real estate segment, from 2000 to 2005. From 1999 to 2000, he was Vice President and General Manager of Remote Sensing Systems at Aerojet. In addition, he served as Vice President, Operations at Aerojet from 1997 to 2000.

Dr. Carleone received his bachelor's degree in Mechanical Engineering from Drexel University, Philadelphia, Pennsylvania, in 1968; his masters' degree in Applied Mechanics from Drexel University in 1970; and his doctorate degree in Applied Mechanics from Drexel University in 1972.

For the following reasons, the Board concluded that Dr. Carleone should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Dr. Carleone's operational, governance, management and scientific experience, including extensive executive management and leadership experience as Chief Executive Officer of a public corporation with international operations in the fine and specialty chemical industries, provides Sensient with broad and relevant experience as it continues to pursue global business and strategic objectives.

Edward H. Cichurski  
Age 74

Director Since 2013  
Audit Committee  
Compensation and Development Committee  
Finance Committee (Chairman)  
Nominating and Corporate Governance Committee  
Scientific Advisory Committee

Mr. Cichurski spent 35 years practicing as a CPA for clients throughout the world with the international accounting firm PricewaterhouseCoopers and its predecessors (he retired from that firm in 2000), including service in Barcelona, Spain, from 1978-1981, and service as the Managing Partner of the Milwaukee office (serving Wisconsin and parts of the upper Midwest) from 1989 to 1996. From mid-1996 to 2000, he was at the firm's National Office in New York working with the firm's Office of General Counsel. From 2000 to 2007, he served as Executive Vice President of Merchants & Manufacturers Bancorporation and as president of its financial services subsidiary. Following his retirement from that position, he has served as an advisor to several public and private companies on business development, accounting and financial reporting matters. That includes providing advisory services to Sensient from 2007 until his 2013 selection as a nominee for Sensient's Board by the Nominating and Corporate Governance Committee. Mr. Cichurski serves on the boards of numerous community and charitable organizations in the Milwaukee area and is a member of both the American Institute of Certified Public Accountants and the Wisconsin Institute of Certified Public Accountants.

Mr. Cichurski received his bachelor of science degree from St Peter's College, Jersey City, New Jersey, in 1963 and his MBA from Fairleigh Dickinson University in 1971. He served as a First Lieutenant in the U.S. Army from 1963 to 1965, where he earned the Army Commendation Medal.

For the following reasons, the Board concluded that Mr. Cichurski should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Mr. Cichurski's accounting and auditing experience and expertise, including extensive experience auditing public corporations as a CPA and his detailed knowledge of Sensient as a result of his past consulting services to Sensient. His substantial U.S. and international experience assisting global businesses in a variety of industries and his extensive knowledge and experience with the IRS, SEC and other government agencies are particularly valuable to Sensient. His business experience, both at a senior management level and as an advisor to growing businesses in a variety of manufacturing and consumer products businesses, is of particular value as Sensient pursues both its growth program and its cost reduction initiatives throughout the Company. His experience as head of the Milwaukee office of PricewaterhouseCoopers and his service on community boards help position Mr. Cichurski to serve on various Sensient committees.

Dr. Fergus M. Clydesdale  
Age 79

Director Since 1998  
Audit Committee  
Compensation and Development Committee  
Executive Committee  
Nominating and Corporate Governance Committee  
Scientific Advisory Committee (Chairman)

Dr. Clydesdale has had a distinguished career as a university professor and administrator, scientific researcher and advisor to public and private agencies both in the U.S. and around the world in research, product development and scientific policy and regulation to optimize food quality, food acceptability, food safety, nutrition and overall health and quality of life. Dr. Clydesdale's honors and accomplishments in the field of food science and nutrition are legion and too numerous to mention. Dr. Clydesdale is currently Distinguished University Professor, Department of Food Science, College of Natural Sciences, University of Massachusetts Amherst, and Director of the University of Massachusetts Food Science Policy Alliance, which he founded in 2004. From 1990 to 2008, he was head of the University of Massachusetts Amherst Department of Food Science, which at the time of his retirement was ranked nationally among the top three university food science departments in research and the top department in the university in student satisfaction.

In 2010, the National Research Council of the National Academies, based on the performance of the Department in the last year of Dr. Clydesdale's tenure as its Head, ranked the Department as number one among all Food Science Departments in the United States for PhD research and education. Since his election as a Fellow of the American Institute of Nutrition, he is a fellow of the four premier societies in the field of food science and nutrition. Dr. Clydesdale is the editor of Critical Reviews in Food Science and Nutrition, the top ranked journal in food science with a worldwide audience. He has published some 375 scientific articles and coauthored or edited 20 books, including Food Colorimetry: Theory and Applications (1975), which is still considered a leading authority in its field. In addition, Dr. Clydesdale has done extensive work related to the science and technology of formulating and measuring natural and synthetic colors in foods and emulsions and the sensory effects, benefits and interactions of food and beverage colorants and flavors. Dr. Clydesdale initiated and organized the University of Massachusetts Food Science Strategic Research Alliance, which has approximately 25 member companies including many of the major multinationals. He also chaired the Strategic Research Alliance from 1988 to 2008, along with the Strategic Policy Alliance from its inception in 2004. Dr. Clydesdale helped in the formation of a venture company (Wesfolk) at the University of Massachusetts Amherst to commercialize the scientific discoveries being made by his department. Dr. Clydesdale also has served on numerous standing and special committees of the FDA and the National Academy of Sciences focusing on food and ingredient safety, nutrition, policy and labeling (e.g., he chaired the FDA working panel that evaluated Olestra, the last food additive to gain approval, and in 2009-2010 served on an FDA committee which evaluated FDA's Research Mission), including three terms as chair of the Food Forum of the Food and Nutrition Board of the National Academy. In 2010, he was reappointed to another three year term on the National Academies, Institute of Medicine, Food and Nutrition Board. Dr. Clydesdale served as Chair and currently serves on the Board of Trustees of the American branch of the International Life Sciences Institute. He has served on the board of the Global International Life Sciences Institute. Each of these entities promotes scientific research to optimize food safety and health globally. He has been active worldwide speaking on the challenges and opportunities of using technology to improve food safety, nutrition and health while increasing the global food supply.

For the following reasons, the Board concluded that Dr. Clydesdale should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Dr. Clydesdale is a globally-known expert in the science of food colors, especially natural colors, and their use in food and the effects of color on perceptions of flavor and wholesomeness, all of which are central to Sensient's worldwide businesses and its plans for future growth. Dr. Clydesdale's background in food science, experience with industry from the Food Science Research and Policy Alliances and service on government and university advisory committees, as well as his leadership of a major university department, give him unique experience in risk assessment, food safety, food processing, nutrition, national and international food and ingredient policies, labeling, and regulatory and scientific trends. Dr. Clydesdale's university service has included chairing and serving on search committees for top university positions, including chair of the committee for dean of the school of management and serving on search committees for chancellor and provost, as well as developing metrics for promotion, tenure and salary increases within his department. These and other university responsibilities, along with his board activities with the International Life Sciences Institute, allow him to make valuable contributions to Sensient's Audit Committee, Nominating and Corporate Governance Committee and Compensation and Development Committee. Dr. Clydesdale's experience in academics and with industry and government also position him to provide valuable advice and oversight to Sensient's Scientific Advisory Committee (which he chairs) regarding Sensient's product research and development activities, future scientific, product and policy trends, its marketing and labeling of both functional and health effects of natural and other ingredients and its food safety policies and procedures.



Dr. Mario Ferruzzi     Director Since 2015  
Age 41                     Scientific Advisory Committee

Dr. Ferruzzi is a Professor in the Departments of Food Science and Nutrition Science at Purdue University. Prior to joining Purdue University, Dr. Ferruzzi was a Research Scientist in the Coffee and Tea Beverage Development group at Nestlé Research & Development Center, Marysville, Ohio and a Research Scientist at the Nutrition & Health and Scientific & Nutritional Support Departments at the Nestlé Research Centre in Lausanne, Switzerland. He received his B.S. (1996) in Chemistry from Duke University and his M.S. (1998) and Ph.D. (2001) in Food Science and Nutrition from The Ohio State University.

Dr. Ferruzzi is a recognized expert in analytical chemistry and its applications to food and nutrition research. His core research interests are in the area of botanical chemistry with emphasis on investigating the impact of the food matrix and processing on the stability, bioavailability and metabolism of health promoting phytochemicals and micronutrients. Dr. Ferruzzi's research has been funded by federal agencies including the U.S. Department of Agriculture, the National Institutes of Health, the United States Agency for International Development as well as the food industry. His core activities in food chemistry, food processing and translational nutrition have resulted in over 120 publications as well as extensive national and international research collaborations and activities.

For his research efforts Dr. Ferruzzi has received awards from the Institute of Food Technologist (2010 Samuel Cate Prescott Young Investigator Award), the American Society for Nutrition (2011 Mary Rose Swartz Young Investigator Award), and Purdue University (2012 Agricultural Research Award) and was named a University Faculty Scholar by Purdue University in 2013.

Dr. Ferruzzi has also served as a scientific advisor to several food manufacturers and associations (International Life Science Institute-ILSI, International Food Information Council-IFIC and Alliance for Potato Research and Education-APRE) providing perspectives on the interface of food and nutrition science and advising in the development and assessment of food products and translational nutrition efforts. Dr. Ferruzzi has served on Sensient's Scientific Advisory Committee since March 2014.

He is a professional member of the Institute of Food Technologist (IFT), the American Society for Nutrition (ASN) and the American Chemical Society (ACS). Dr. Ferruzzi has held multiple leadership roles in these societies, most notably IFT and ASN on both the local and national levels. More recently he served as Chair of the Food Science & Nutrition Solutions Taskforce, a joint working group between IFT-ASN-IFIC and the Academy of Nutrition and Dietetics (AND). Additionally, Dr. Ferruzzi serves on the editorial boards of Nutrition Research, Nutrition Today, and Critical Reviews in Food Science and Nutrition and as an Associate Editor for the Royal Society of Chemistry's journal Food & Function.

For the following reasons, the Board concluded that Dr. Ferruzzi should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Dr. Ferruzzi is an expert in analytical chemistry and its application to food and nutrition, which closely align with and are directly relevant to a range of Sensient's businesses. Dr. Ferruzzi's extensive industry and academic experience, his extensive experience with new product development and product commercialization, together with his knowledge of Sensient's products and operations gained as a result of service on Sensient's Scientific Advisory Committee, will allow him to make immediate and significant contributions to the Board.

Dr. Donald W. Landry     Director Since 2015  
Age 61                      Scientific Advisory Committee

Dr. Landry is the Samuel Bard Professor and Chair of the Department of Medicine (tenured) at Columbia University's College of Physicians and Surgeons and also serves as its Director of the Division of Experimental Therapeutics. Dr. Landry has been a member of the faculty of Columbia University since 1985. At Columbia, Dr. Landry developed the first artificial enzyme to degrade cocaine and his report in Science was voted one of top 25 papers in the world for 1993 by the American Chemical Society. His discovery that vasopressin can be used to treat shock fundamentally changed intensive care medicine after an international randomized prospective trial supported his published findings and demonstrated a reduction of mortality in moderately severe septic shock.

Dr. Landry has been a Director of Tonix Pharmaceuticals Holding Corp. (NASDAQ: TNXP) since October 2011. Between June 2007 and October 2011, Dr. Landry served as a director of Tonix Pharmaceuticals, Inc. a wholly-owned subsidiary of Tonix Pharmaceuticals Holding Corp. Tonix Pharmaceuticals is a publicly traded company that develops next-generation medicines for common disorders of the central nervous system, including fibromyalgia, post-traumatic stress disorder, and episodic tension-type headache.

Dr. Landry was co-founder and has been a member of L&L Technologies LLC since 1996. L&L Technologies LLC was formed to develop medications for central nervous system conditions. Dr. Landry was also a co-founder of Vela Pharmaceuticals, which developed several drugs for central nervous system disorders, including very low dose (VLD)-cyclobenzaprine for fibromyalgia syndrome.

Dr. Landry is a leader in the development and ethics of embryonic stem cell research and served as a member of the President's Council on Bioethics during the George W. Bush administration. In 1991, he established his laboratory at Columbia University to investigate medical applications of artificial enzymes and in 1998 founded the Division of Experimental Therapeutics. The Division focuses on novel therapeutics for intractable problems such as cocaine addiction, nerve gas intoxication and vasodilatory shock. In 2008, Dr. Landry was awarded the Presidential Citizens Medal, the second-highest award that the President can confer upon a civilian.

Dr. Landry graduated from Lafayette College, completed his Ph.D. in organic chemistry under Nobel laureate R.B. Woodward at Harvard University in 1979 and then obtained the M.D. degree from Columbia University's College of Physicians and Surgeons in 1983. After residency in Internal Medicine at the Massachusetts General Hospital, he returned to Columbia University as a National Institutes of Health (NIH) Physician-Scientist, 1985-1990. Dr. Landry has published 106 peer-reviewed articles, authored 31 review articles or book chapters, and holds 34 patents as inventor or co-inventor.

For the following reasons, the Board concluded that Dr. Landry should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Dr. Landry is an expert in the medical and pharmaceutical fields and has unique experiences in the formation, operation and public registration of a start-up pharmaceutical company. Dr. Landry's experience as director of a public corporation, in commercialization of new products and in research and development, and his strong technical acumen in the pharmaceutical industry and other fields related to our businesses, will add a unique skill set to the Board.

Director Since 2012  
Paul Manning Executive Committee  
Age 41 Finance Committee  
Scientific Advisory Committee

Mr. Paul Manning has been Sensient's President and Chief Executive Officer since February 2, 2014. He joined the Company in 2009 as General Manager, Food Colors North America, and became President of the Color Group in 2010. He became President and Chief Operating Officer of the Company in October 2012. Before joining the Company he worked for Danaher Corporation as Mergers and Acquisitions Integration Manager of the Fluke Division and he held various supply chain and project manager positions with McMaster-Carr Supply Company. He holds a B.S. degree in Chemistry from Stanford University and an MBA from Northwestern University. He attended Stanford University on a Naval ROTC scholarship and served in the U.S. Navy as a Surface Warfare Officer for four years.

During his four years of working within and then running the Color Group, Mr. Manning gained a thorough understanding of both the opportunities and the challenges facing the Company's Color businesses and made critical contributions to their improved performance. As the Company's President and Chief Operating Officer, his management skills and experience allowed him to make similar contributions in the Company's other businesses, including his critical role in the relocation of the Flavors & Fragrances Group headquarters from Indianapolis to the Chicago area on time and on budget. In his current position as the Company's President and Chief Executive Officer, he has been responsible for the continued success of the Company, including its strong profits and sales, ongoing restructuring activities, upgrading of sales force and general manager talent, and implementation of key strategic changes, particularly in the Flavors & Fragrances Group.

For the following reasons, the Board concluded that Mr. Manning should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. As Sensient's President and Chief Executive Officer, Mr. Manning brings the Board unique insights that will be critical to Sensient's long-term strategic planning. His detailed knowledge of the Company's operations enables him to keep the Board well informed regarding the Company's performance and opportunities. Mr. Manning's strong background in chemistry allows him to direct product and technology research and development efforts and to be a valuable member of the Scientific Advisory Committee. Mr. Manning's prior experience in mergers and acquisitions and supply chain management is valuable to the Board because these areas are of particular importance for the Company's growth and profitability.

Director Since 2014

Deborah McKeithan-Gebhardt Finance Committee

Age 57

Nominating and Corporate Governance Committee  
Scientific Advisory Committee

Ms. McKeithan-Gebhardt is President and Chief Operating Officer of Tamarack Petroleum Company, Inc. (since 2009) and also serves as Chief Executive Officer of Tamarack River Resources, LLC (since 2009). She previously served as Vice President and General Counsel of Tamarack Petroleum Company, Inc. (from 1991 to 2009). Tamarack Petroleum Company, Inc. is a private company engaged in oil and gas exploration. Tamarack River Resources, LLC is a Delaware limited liability company of which Tamarack Petroleum Company, Inc. is the majority member. Ms. McKeithan-Gebhardt has been with Tamarack Petroleum Company, Inc. since 1991. Prior to joining Tamarack Petroleum Company, she was an attorney in private practice.

As President and Chief Operating Officer, and previously as Vice President and General Counsel, of Tamarack Petroleum Company, Inc., Ms. McKeithan-Gebhardt has primary responsibility for and extensive experience in a range of strategic and operational matters, including human resources, compensation and employee benefits, financial management and reporting, regulatory and compliance, legal and risk management.

Ms. McKeithan-Gebhardt earned a bachelor of arts degree in Business Administration from Cardinal Stritch University in 1980 and a Juris Doctorate degree summa cum laude from Marquette University Law School in 1987. Ms. McKeithan-Gebhardt currently serves as a member of the Marquette University Law School Advisory Board.

For the following reasons, the Board concluded that Ms. McKeithan-Gebhardt should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Ms. McKeithan-Gebhardt's extensive experience, including experience as a Chief Executive Officer and in other executive management roles and experience in regulatory, legal, risk management and related matters, provides Sensient with a broad perspective in addressing operational and strategic issues. Ms. McKeithan-Gebhardt's background as an attorney and a senior executive are particularly valuable and allow her to make valuable contributions to the Board's oversight of complex risk management, regulatory and compliance matters.

Dr. Elaine R. Wedral  
Age 72

Director Since 2006  
Lead Director Since 2014  
Compensation and Development Committee  
Executive Committee  
Finance Committee  
Scientific Advisory Committee

Dr. Wedral has served as President of the International Life Sciences Institute-North America, a nonprofit organization based in Washington, D.C., that provides a forum for academic, government and industry scientists to identify important nutrition and food safety issues and works toward solutions for the benefit of the general public. From 2003 to 2014, Dr. Wedral was also a director of Balchem Corporation (where she served as chair of the governance and nominating committee and a member of the compensation committee), which is engaged in the development, manufacture and marketing of specialty performance ingredients and products for the food, nutritional, feed, pharmaceutical and medical sterilization industries. Dr. Wedral also serves on the editorial board of Food Processing magazine, serves on the board of the Women's Global Health Institute at Purdue University and continues to work with several industry groups and universities on food science issues in an advisory capacity. Dr. Wedral works closely with management on the Company's Chemical Risk Reduction Strategy.

Dr. Wedral holds a B.S. degree in Biochemistry from Purdue University, an M.S. degree in Food Microbiology from Cornell University and a Ph.D. in Food Biochemistry from Cornell University. From 1972 to 2006, Dr. Wedral served in various capacities with the Nestle Company, including as President of Nestle R&D Center, Inc. and director of Nestle R&D Food Service Systems Worldwide from 2000 to 2006, and as President of all Nestle U.S. R&D Centers from 1988 to 1999. During her tenure with Nestle, Dr. Wedral developed the strategy and accompanying R&D program for its foodservice systems. Among other things, she was responsible for the reorganization and supervision of Nestle's existing R&D facilities in North America, with over 700 personnel, and the development, construction and management of a new state-of-the-art pet food and nutrition facility, a new beverage, confection and ice cream facility and renovation of a consolidated food and nutrition laboratory, each combining an emphasis on proprietary innovation with production efficiencies and commercialization opportunities.

Dr. Wedral holds over 38 U.S. and European patents in food science, chemistry, and foodservice systems to deliver foods and beverages, most related to food flavors and colors and food fortifications (e.g., adding bioavailable iron to fortify a product without discoloring it). Dr. Wedral's work often helped create new product categories (e.g., shelf-stable liquid coffee creamers and refrigerated pizzas) while emphasizing food safety and quality. Dr. Wedral also has experience and expertise in helping to commercialize food and beverage products and delivery systems designed for local tastes and preferences around the world.

For the following reasons, the Board concluded that Dr. Wedral should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Dr. Wedral combines food science expertise with substantial business and personnel management and leadership experience in developing innovative and commercially successful food and beverage products. Dr. Wedral has experience in successfully building or consolidating food and beverage research facilities within budget and managing and motivating large staffs of research scientists and engineers to work collaboratively and efficiently to serve customer needs, all while emphasizing the development of proprietary products and systems that meet the highest standards of food quality and safety. These experiences and technical expertise allow Dr. Wedral to make valuable contributions to Sensient's Board and Board committees, including the Compensation and Development Committee, Finance Committee and Scientific Advisory Committee, and as Sensient's independent Lead Director.

Director Since 1993  
Compensation and Development Committee  
Essie Whitelaw  
Age 67 Nominating and Corporate Governance Committee (Chairman)  
Scientific Advisory Committee

Ms. Whitelaw served as Senior Vice President of Operations of Wisconsin Physician Services, a provider of health insurance and benefit plan administration, from 2001 until her retirement in 2010, where she was responsible for managing over 430 employees. Prior to that, Ms. Whitelaw served over 15 years in various executive positions, including as President and Chief Operating Officer (1992 to 1997) and Vice President of National Business Development, at Blue Cross Blue Shield of Wisconsin, a comprehensive health and dental insurer. Among other things, while at Blue Cross Blue Shield, Ms. Whitelaw was responsible for managing insurance risk underwriting activities, regulatory compliance and the development and implementation of appropriate sales incentive programs. Prior to its merger into another public utility in 2000, Ms. Whitelaw served on the board and on the audit, nominating and retirement plan investment committees of WICOR Corporation, a Wisconsin energy utility.

Ms. Whitelaw is active in the local Wisconsin community. She currently serves as a director on the boards of the Milwaukee Public Museum, the Wisconsin Lutheran High School Foundation, Inc. and the Wisconsin Women's Health Foundation, a non-profit organization dedicated to improving the health and lives of women and their families, through education, outreach programs and partnerships. Ms. Whitelaw's prior board service includes Goodwill Industries, United Way of Greater Milwaukee, Blue Cross Blue Shield Foundation, Metropolitan Milwaukee Association of Commerce, Greater Milwaukee Committee and Bradley Center Sports and Entertainment Corp.

For the following reasons, the Board concluded that Ms. Whitelaw should serve as a director of Sensient, in light of its business and structure, at the time it files this proxy statement. Ms. Whitelaw has significant regulatory compliance and human resources experience, including developing and implementing compensation policies and designing incentive programs for sales and customer service employees to achieve business objectives while managing risk. Ms. Whitelaw's experiences with regulatory compliance, risk management and human resources allow her to make valuable contributions to Sensient's Board and Board committees, including the Compensation and Development Committee and the Nominating and Corporate Governance Committee.

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Except as noted, all nominees have held their current positions or otherwise have served in their respective positions with the listed organizations for more than five years. No director or nominee for director had any material interest, direct or indirect, in any business transaction of the Company or any subsidiary since the beginning of 2015, nor does any director or nominee have any material interest, direct or indirect, in any such proposed transaction, except that: (1) Sealed Air Corporation, of which Mr. Brown was, and Mr. Kenneth Manning is, a director, purchased \$357,971 and \$270,809 in colors from one or more units of the Company in 2015 and 2014, respectively; (2) Sensient and its subsidiaries purchased \$236,195 and \$307,215 in packaging or industrial cleaner from Sealed Air Corporation in 2015 and 2014, respectively; and (3) Mr. Paul Manning, President and Chief Executive Officer of the Company, is the son of Mr. Kenneth Manning (Sensient's Chairman of the Board) and the brother of Mr. John Manning (Sensient's Vice President and Assistant General Counsel). See "Transactions with Related Persons" below. The Board has determined that all members of the Board, except Messrs. Kenneth Manning and Paul Manning, are independent under the applicable rules of the New York Stock Exchange and the Securities and Exchange Commission (the "SEC"). See "Corporate Governance - Director Independence" below.

## Corporate Governance

### General

The Board is responsible for exercising the corporate powers of the Company and overseeing the management of the business and affairs of the Company, including management's establishment and implementation of key strategic priorities and initiatives. Long-term, sustainable value creation and preservation are possible only through the prudent assumption and management of both risks and potential rewards, and Sensient's Board as a whole takes a leading role in overseeing the Company's overall risk tolerances as a part of the strategic planning process and in overseeing the Company's management of strategic risks. The Board has delegated to the Audit Committee primary responsibility for overseeing management's risk assessments and implementation of appropriate risk management policies and guidelines, including those related to financial reporting and regulatory compliance. It has delegated to the Compensation and Development Committee primary oversight responsibility to ensure that compensation programs and practices do not encourage unreasonable or excessive risk-taking and that any risks are subject to appropriate controls. It has delegated to the Finance Committee primary oversight responsibility with respect to Sensient's capital structure and the types and amounts of insurance and with respect to foreign currency management.

### Board Meetings and Meeting Attendance

The Board met five times during 2015. Each director attended at least 75% of the meetings of the Board and the Board Committees on which he or she served at the time of the meetings that were held during 2015. The Company's Corporate Governance Guidelines provide that all directors are expected to regularly attend meetings of the Board and the committees of which they are members and to attend the Annual Meeting of Shareholders. In 2015, all Board members serving at the time attended the 2015 Annual Meeting of Shareholders.

### Committees of the Board

#### Executive Committee

The Executive Committee of the Board met once during 2015. This Committee, which currently consists of Messrs. Croft, Kenneth Manning (Chairman) and Paul Manning and Drs. Clydesdale and Wedral, has the power and authority of the Board in directing the management of the business and affairs of the Company in the intervals between Board meetings, except to the extent limited by law, and reports its actions at regular meetings of the Board.

#### Audit Committee

The Audit Committee of the Board met nine times during 2015. Messrs. Brown (Chairman), Cichurski and Croft and Drs. Carleone and Clydesdale are the current members of the Audit Committee. All members of the Audit Committee meet the independence and experience requirements of the New York Stock Exchange and the SEC applicable to directors generally, and to members of audit committees specifically. None of them serves on the audit committee of more than three public companies.

This Committee, among other things:

- has sole responsibility to appoint, terminate, compensate and oversee the independent auditors of the Company and to approve any audit and permitted non-audit work by the independent auditors;

- reviews the adequacy and appropriateness of the Company's internal control structure and recommends improvements thereto, including management's assessment of internal controls and the internal audit function and risk management activities in general;

reviews with the independent auditors their reports on the consolidated financial statements of the Company and the adequacy of the financial reporting process, including the selection of accounting policies;

reviews and discusses with management the Company's practices regarding earnings press releases and the provision of financial information and earnings guidance to analysts and ratings agencies;

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obtains and reviews an annual report of the independent auditor covering the independent auditor's independence, quality control and any inquiry or investigation of the independent auditors by governmental or professional authorities within the past five years;

sets hiring policies for employees or former employees of the independent auditor;

establishes procedures for receipt of complaints about accounting, internal accounting controls, auditing and other compliance matters;

reviews and oversees management's risk assessment and risk management policies and guidelines generally, including those related to financial reporting and regulatory compliance; and

reviews the adequacy and appropriateness of the various policies of the Company dealing with the principles governing performance of corporate activities. These policies, which are set forth in the Company's Code of Conduct, include antitrust compliance, conflicts of interest, anti-bribery and business ethics.

The Board has adopted a written charter for the Audit Committee, which is included in the Company's Bylaws and posted on its website. The Audit Committee reviews and reassesses the adequacy of this charter at least annually. The Board has also adopted a Code of Ethics for Senior Financial Officers (which was incorporated into the Company's Code of Conduct in July 2014), as contemplated by the Sarbanes-Oxley Act of 2002. The Board has determined that Dr. Carleone and Messrs. Brown and Cichurski are audit committee financial experts in accordance with SEC rules. Any changes made to the Code of Conduct, and any waivers granted thereunder, will be posted and available on the Company's website.

#### Compensation and Development Committee

The Compensation and Development Committee of the Board met four times during 2015. The current members of the Committee are Messrs. Croft (Chairman) and Cichurski, Drs. Carleone, Clydesdale and Wedral and Ms. Whitelaw. Each member of the Committee has been determined by the Board to satisfy the independence requirements of the New York Stock Exchange and the SEC applicable to directors generally and to members of compensation committees.

Among the Committee's responsibilities are:

to review and approve all compensation plans and programs (philosophy and guidelines) of the Company and, in consultation with senior management and taking into consideration recent shareholder advisory votes and any other shareholder communications regarding executive compensation, oversee the development and implementation of the Company's compensation program, including salary structure, base salary, short- and long-term incentive compensation such as restricted stock awards (including the relationships between incentive compensation and risk-taking) and nonqualified benefit plans and programs, including fringe benefit programs;

to review and discuss with management the policies and practices of the Company and its subsidiaries for compensating their employees, including non-executive officers and employees, to ensure those policies do not encourage unreasonable or excessive risk-taking and that any risks are subject to appropriate controls;

to review and make recommendations to the Board with respect to all compensation arrangements and changes in the compensation of the officers appointed by the Board, including, without limitation (i) base salary; (ii) short- and long-term incentive compensation plans and equity-based plans (including overseeing the administration of these plans and discharging any responsibilities imposed on the Committee by any of these plans); (iii) employment agreements, severance arrangements and change of control agreements/provisions, in each case as, when and if appropriate; and (iv) any special or supplemental benefits; and

at least annually, to review and approve corporate goals and objectives relevant to compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, report the results of the evaluation to the Board and set the Chief Executive Officer's compensation level based on this evaluation.

Sensient designs its overall compensation programs and practices, including incentive compensation for both executives and non-executive employees, in a manner intended to support its strategic priorities and initiatives to enhance long-term sustainable value without encouraging unnecessary or unreasonable risk-taking. At the same time, the Company recognizes that its goals cannot be fully achieved while avoiding all risk. Management periodically reviews Sensient's compensation programs and practices in the context of its risk profile, together with its other risk mitigation and risk management programs, to ensure that these programs and practices work together for the long-term benefit of the Company and its shareholders. Based on its recently completed review of Sensient's compensation programs, management concluded that Sensient's incentive compensation policies for both executive and non-executive employees have not materially and adversely affected Sensient in the recent past, and are not likely to have a material adverse effect in the future. See "Compensation Discussion and Analysis" for an analysis of material compensation policies and procedures with respect to the Company's named executive officers and "Compensation and Development Committee Report" for the Committee's 2015 report on compensation matters.

#### Compensation Committee Interlocks and Insider Participation

During the year ended December 31, 2015, the Compensation Committee was composed of Messrs. Croft (Chairman) and Cichurski, Drs. Carleone, Clydesdale and Wedral and Ms. Whitelaw. None of these persons has at any time been an officer or employee of the Company or any of our subsidiaries. In addition, no member of the Compensation Committee had any relationship with us requiring disclosure under Item 404 of Regulation S-K adopted by the SEC. During the year ended December 31, 2015, none of the executive officers of the Company served on the board of directors or on the compensation committee of any other entity that has or had executive officers serving as a member of the Board of Directors or Compensation Committee of the Company.

#### Finance Committee

The Finance Committee of the Board met four times during 2015. This Committee currently consists of Messrs. Brown, Cichurski (Chairman) and Paul Manning, Ms. McKeithan-Gebhardt and Dr. Wedral. Among other things, this Committee reviews and monitors the Company's financial planning and structure to ensure conformity with the Company's requirements for growth and fiscally sound operation, and also reviews and approves:

the Company's annual capital budget, long-term financing plans, borrowings, notes and credit facilities, investments and commercial and investment banking relationships;

existing insurance programs, foreign currency management and the stock repurchase program;

the financial management and administrative operation of the Company's qualified and nonqualified benefit plans; and

such other matters as may from time to time be delegated to the Committee by the Board or as provided in the Bylaws.

#### Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee of the Board met three times during 2015. This Committee which currently consists of Messrs. Brown and Cichurski, Dr. Clydesdale and Ms. McKeithan-Gebhardt and Whitelaw (Chairman). Each member of the Committee satisfies the independence requirements of the New York Stock Exchange and the SEC applicable to directors generally.

Among other functions, this Committee:

studies and makes recommendations concerning the composition of the Board and its committee structure, including the Company's Director Selection Criteria, and reviews the compensation of Board and Committee members;

• recommends persons to be nominated by the Board for election as directors of the Company and to serve as proxies at the Annual Meeting of Shareholders;

• considers any nominees recommended by shareholders;

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- assists the Board in its determination of the independence of each director;
- develops corporate governance guidelines for the Company and reassesses these guidelines annually; and
- oversees the system of corporate governance and the evaluation of the Board and management from a corporate governance standpoint.

The Committee identifies and recommends Board candidates it determines are qualified and suitable to serve as a director consistent with the criteria for selection of directors adopted by the Board, including seeking a variety of perspectives, professional experience, education, skills and other individual qualities and attributes. A copy of the Company's Director Selection Criteria is attached as Appendix A to this proxy statement. Recommendations for Board candidates may be made to the Committee by the Company's Chief Executive Officer, other current Board members and Company shareholders. The Committee also from time to time utilizes the services of third-party search firms. Once appropriate candidates are identified, the Committee evaluates their qualifications to determine which candidate best meets the Company's Director Selection Criteria, without regard to the source of the recommendation. Recommendations by shareholders for director nominees should be forwarded to the Secretary of the Company, who will relay such information to the Committee Chair. The recommendations should identify the proposed nominee by name, should describe every arrangement or understanding with such person, should describe how the nominee would contribute to the variety of perspectives, professional experience, education, skills or other individual qualities and attributes of Sensient's Board and should provide at least the questionnaire, nominee affirmations and other materials specified in the Bylaws, including the detailed information about the nominee that is required by SEC rules for the solicitation of proxies for election of directors. Shareholders should look to the information required pursuant to the Company's Bylaws for shareholder nominations and to the information included in this proxy statement regarding directors and nominees as a guide to the information required. Shareholders also have the right to directly nominate a person for election as a director so long as the advance notice, nominee affirmations and informational requirements contained in the Bylaws and applicable law are satisfied. All nominees must affirm that they have truthfully completed a directors' and officers' questionnaire; that they meet the Company's Director Selection Criteria; that they are not an employee, director or affiliate of a competitor; that they will protect confidential information and serve the interests of Sensient and its shareholders collectively; and that they will comply with applicable law and Sensient's Code of Conduct and other policies and guidelines. See "Future Shareholder Proposals and Nominations" below.

#### Scientific Advisory Committee

The Scientific Advisory Committee of the Board met twice during 2015. This Committee currently consists of Drs. Carleone, Clydesdale (Chairman), Ferruzzi, Landry and Wedral, Messrs. Brown, Cichurski, Croft, Kenneth Manning, and Paul Manning and Ms. McKeithan-Gebhardt and Whitelaw, and additional members that are not directors or officers of the Company.

Among other functions, this Committee:

- reviews the Company's research and development programs with respect to the quality and scope of work undertaken;
- advises the Company on maintaining product leadership through technological innovation; and
- reports on new technological trends and regulatory developments that would significantly affect the Company and suggests possible new emphases with respect to its research programs and new business opportunities.

#### Committee Charters, Code of Conduct and Other Governance Documents

The Charters for the Audit, Compensation and Development, and Nominating and Corporate Governance Committees of the Company's Board are included in the Company's Bylaws and are available on the Company's website

(www.sensient.com).

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The Company is strongly committed to the highest standards of ethical conduct. On July 24, 2014, the Board approved certain amendments to the Company's Code of Conduct for its officers, directors and U.S. employees, Standards of Conduct for its international employees, Code of Ethics for Senior Financial Officers and Procedures for Reporting Complaints or Concerns Regarding Accounting, Auditing and Other Compliance Matters, which included combining the existing Code of Conduct, Standards of Conduct, Code of Ethics for Senior Financial Officers and Procedures for Reporting Complaints or Concerns Regarding Accounting, Auditing and Other Compliance Matters into a single, comprehensive Code of Conduct for all Company officers, directors and employees. The Company's Code of Conduct is also posted on the Company's website. If there are any amendments to the Code of Conduct, the Corporate Governance Guidelines or the Stock Ownership Guidelines, or if waivers from any of them are granted for executive officers or directors, those amendments or waivers also will be posted on the Company's website.

#### Board Leadership Structure; Executive Sessions of Non-Management and Independent Directors; Combination of Chief Executive Officer and Chairman of the Board Roles

The Board's leadership structure is driven by the needs of the Company at any point in time and has varied over time. The Company does not have a policy requiring a combination or separation of the Chief Executive Officer and Chairman of the Board roles and the Company's governing documents do not mandate a particular structure. This allows the Board the flexibility to establish the most appropriate structure for the Company at any given time. The roles of Chief Executive Officer and Chairman of the Board are now separated.

The Board has determined that, upon Mr. Kenneth Manning's retirement from the Board and the Chairman role at the time of the Annual Meeting, the Company and its shareholders will be best served by electing Mr. Paul Manning as Chairman of the Board. The Board has great confidence in Mr. Paul Manning's continued leadership as Chief Executive Officer and in his election as Chairman of the Board. In making this determination, the Board considered the Company's financial performance during Mr. Paul Manning's tenure as Chief Executive Officer, his involvement in the Company's day-to-day operations, his knowledge and extensive interaction with shareholders and his extensive knowledge of all aspects of our business, risks, industries and customers. The Board also believes that having Mr. Paul Manning serve in both capacities will allow him to more effectively execute the Company's strategic initiatives and business plans, provide the Company with decisive and effective leadership and provide our shareholders and other key stakeholders with clearer accountability.

In 2014, the Board created the position of Lead Director to facilitate the administration of Board functions and enhance corporate governance practices. The Board elects a Lead Director from among the independent directors. Our current Lead Director is Dr. Wedral. The duties of our Lead Director are to:

preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent and non-management directors;

serve as the principal liaison between the Chairman and the independent directors;

review all information sent to the Board, including the quality, quantity, appropriateness and timeliness of such information;

approve meeting agendas for the Board;

approve the frequency of Board meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items; and

obtain advice and counsel from the General Counsel, to the extent requested by the Lead Director and where appropriate, related to fulfilling the Lead Director's duties.

The Company's non-management directors meet at regularly scheduled executive sessions without management not less frequently than three times per year. The independent directors must meet in executive session at least once per year without any other directors present. In 2015, all of the Company's non-management directors were also independent directors, except for Mr. Kenneth Manning. During 2015, the non-management directors held three executive sessions, including one executive session attended only by the independent directors. Dr. Wedral, as Lead Director, presided over these meetings.



The use of executive sessions of the Board, the Board's strong committee system, substantial majority of independent directors and the service of our Lead Director, allows the Board to maintain effective risk oversight and provides that independent directors oversee the Company's financial statements, the executive compensation program, the selection and evaluation of directors and the development and implementation of our corporate governance programs.

This proxy statement describes our philosophy, policies and practices regarding corporate governance, risk management and executive compensation. Interested parties who wish to make their views or concerns known regarding these matters may communicate with management or with any non-management or independent directors or the Board as a whole in writing addressed to the attention of the Company Secretary. The Company's Corporate Governance Guidelines provide that all communications to Board members will be relayed by the Company Secretary to the appropriate Board members unless the content is obviously inappropriate for Board review.

#### Board Role in Risk Oversight

As noted above, Sensient is convinced that long-term, sustainable value creation and preservation are possible only through the prudent assumption and management of both risks and potential rewards, and Sensient's Board as a whole takes a leading role in establishing the Company's overall risk tolerances as a part of the strategic planning process and in overseeing the Company's management of strategic risks. The Board has delegated to the Audit Committee primary responsibility for overseeing management's risk assessments and implementation of appropriate risk management policies and guidelines generally, including those related to financial reporting and regulatory compliance. The Board has delegated to the Compensation and Development Committee primary oversight responsibility to ensure that compensation programs and practices do not encourage unreasonable or excessive risk-taking and that any risks are subject to appropriate controls. The Board has delegated to the Finance Committee primary oversight responsibility with respect to each of Sensient's capital structure, its types and amounts of insurance and its foreign currency management. The Board and these committees receive periodic reports on these matters from management and the Company personnel in charge of the related risk management activities.

#### Director Independence

The Company's Corporate Governance Guidelines provide guidelines for determining whether a director is independent from management. For a director to be considered independent, the Board must make an affirmative determination that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The guidelines contain the following specific criteria, which reflect the currently applicable SEC and New York Stock Exchange rules, to assist the Board in determining whether a director has a material relationship with the Company. A director is not considered independent if:

The director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer of the Company.

The director has received, or has an immediate family member who has received for service as an executive officer, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company (other than director and committee fees and pension or other non-contingent deferred compensation for prior service).

(A) The director is a current partner or employee of a firm that is the Company's internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and who personally works on the Company's audit; or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time.



The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company and any of the Company's present executive officers at the same time serves or served on that company's compensation committee.

The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to or received payments from the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of the other company's consolidated gross revenues.

In addition, the guidelines state that no director shall be independent unless he or she shall meet the requirements for independence under applicable securities laws. Members of the Audit Committee and of the Compensation and Development Committee are subject to additional independence requirements. For purposes of determining independence, the "Company" includes any parent or subsidiary in a consolidated group with the Company.

Based on these criteria, the Board has affirmatively determined that Messrs. Brown, Cichurski and Croft, Drs. Carleone, Clydesdale, Ferruzzi, Landry and Wedral and Ms. McKeithan-Gebhardt and Whitelaw (who constitute all of the director nominees and current members of the Board except Mr. Kenneth Manning and Mr. Paul Manning) are independent under the applicable rules of the New York Stock Exchange and the SEC and the Company's independence criteria. In making this determination, the Board reviewed information provided by each of the nominees to the Company. The Company has no relationships with any of the independent nominees (other than as a director and a shareholder), except that: (1) Sealed Air Corporation, of which Mr. Brown was, and Mr. Kenneth Manning is, a director, purchased \$357,971 and \$270,809 in colors from one or more units of the Company in 2015 and 2014, respectively; and (2) Sensient and its subsidiaries purchased \$236,195 and \$307,215 in packaging or industrial cleaner from Sealed Air Corporation in 2015 and 2014, respectively. These amounts are immaterial in size to both Sensient and the other parties involved, and the Board determined that these relationships did not impair the independence of the applicable nominees.

#### Director Compensation and Benefits

Directors who are not employees of the Company are entitled to receive an annual retainer of \$75,000 and fees of \$1,500 for each Board and Committee meeting attended (\$3,000 per meeting attended in the case of the Scientific Advisory Committee) in addition to reimbursable expenses for such attendance. Each Committee chairperson is entitled to receive an additional \$8,000 annually for serving in that capacity, except that the chairperson of the Audit Committee is instead entitled to receive \$12,000 annually for serving in that capacity, and the Lead Director is entitled to receive an additional \$10,000 annually for serving in that capacity.

Until June 30, 2014, the Company had an unfunded retirement plan for non-employee directors who had completed at least one year of service with the Company as a director. The plan provides a benefit equal to the base annual retainer for directors (without including additional amounts received for services as Chairman or an advisor) in effect at the time of the director's departure from the Board. This benefit, payable only during the lifetime of the participant, continues for a period equal to the amount of time the individual was an active non-employee director. During the benefit period, the participant must be available to the Chairman of the Board for consultation. The Plan was terminated effective as of June 30, 2014, but that termination did not impair the rights of currently active or past living eligible directors to receive or continue to receive the payments to which the eligible director would have been entitled through the termination date.

The Company has a Directors' Deferred Compensation Plan available to any director who is entitled to compensation as a Board member. Under this plan, the maximum amount that is eligible to be deferred is the total of all fees paid to the director by reason of his or her membership on the Board or any Committee thereof. The plan provides that directors may defer all or part of their director fees and the deferral must be in Common Stock. The balance of shares accrued pursuant to this plan will be distributed either: (i) in a single distribution on January 31st of the calendar year following the year in which the director ceases to be a director or on January 31st of any year thereafter; or (ii) in five

equal consecutive annual installments commencing on January 31st of the first calendar year after the director ceases to serve as a director. In the event of death, the balance of shares in a director's account will be distributed in a single distribution to a designated beneficiary or to the director's estate.

The Company has a director stock plan for any director who is not an employee of the Company. For 2016 the director stock plan provides for an annual grant of the Company's Common Stock in a number of shares with a value of \$90,000 on the grant date to each non-employee director on the Annual Meeting date. The shares vest in increments of one-third of the total grant on each of the first, second and third anniversaries of the date of grant. Even after vesting, the shares are subject to Sensient's stock ownership guidelines for non-employee directors, including a requirement that directors hold at least 75% of future awards (net of taxes and any exercise price) until separation from the Board, with limited exceptions for exercise and sale of shares from stock options expiring within one year and for sale of up to 50% of vesting restricted stock to permit payment of related taxes.

As previously announced, the Company entered into a compensatory arrangement with Mr. Kenneth Manning in consideration of the duties he will perform and the additional advisory services that he will provide as Sensient's non-employee Chairman of the Board and Advisor to the Company, which commenced on February 2, 2014 and will terminate on April 21, 2016 when he steps down as Chairman and as a member of the Board. The compensatory arrangement was approved by the Board consistent with the recommendation of the Nominating and Corporate Governance Committee and a proposal prepared by Towers Watson, the Compensation Committee's independent compensation consultant, based on a review of competitive practices with regard to compensation levels and structures for employee and non-employee chairman roles at other public companies. Mr. Kenneth Manning's duties as non-employee Chairman of the Board and his additional advisory services include administering Board activities; providing strategic planning and support, including providing input on the global economy, preparing strategic memoranda and conducting annual strategy meetings; reviewing and advising training programs, including conducting General Manager training sessions and the annual review of training programs; continuing to act as a liaison to Wall Street analysts; advising on and participating in activities related to mergers and acquisitions; serving on the Company's Executive Committee and Scientific Advisory Committee; chairing the Sensient Foundation; advising on industry and technical matters; and being available to the successor Chief Executive Officer as required. In consideration for his services as non-employee Chairman of the Board and Advisor to the Company and until Mr. Kenneth Manning's retirement from the Board, the Company will provide (in lieu of the annual retainer fee set forth above) to Mr. Kenneth Manning total direct compensation of approximately \$885,000 annually, which consists of a \$240,000 annual retainer and \$530,000 in annual advisory fees, with the remainder being comprised of meeting fees, pension benefits and long-term incentive awards applicable to all non-employee members of the Board.

Set forth below is a summary of the compensation paid to each non-employee director in fiscal 2015:

## 2015 DIRECTOR COMPENSATION TABLE

Name	Fees		Change in Pension Value and Nonqualified Deferred Compensation		All Other Compensation	Total (\$)
	Earned or Paid in Cash (\$)(1)	Stock Awards (\$)(2)(3)(4)	Deferred Compensation Earnings (\$)			
H. Brown	\$ 124,500	\$ 90,046	\$ -		\$ -	\$ 214,546
Dr. J. Carleone	102,000	90,046	-		-	192,046
E. Cichurski	128,000	90,046	-		-	218,046
Dr. F. M. Clydesdale	120,500	90,046	-		-	210,546
J. A.D. Croft	113,000	90,046	-		-	203,046
Dr. M. Ferruzzi	6,250	-	-		-	6,250
W. V. Hickey	37,000	-	-		-	37,000
Dr. D. W. Landry	6,250	-	-		-	6,250
K. P. Manning	793,000	90,046	-		-	883,046
D. McKeithan-Gebhardt	96,000	90,046	12		-	186,058
Dr. E. R. Wedral	113,500	90,046	-		-	203,546
E. Whitelaw	110,000	90,046	2,465		-	202,511

(1) Includes annual retainer, meeting attendance, chairmanship, lead director fees and, for Mr. Kenneth Manning, advisory fees.

The amounts in the table reflect the grant date fair value of stock awards to the named director in 2015. Accounting Standards Codification (“ASC”) 718 requires recognition of compensation expense over the vesting period (or until retirement age) for stock awards granted to employees and directors based on the estimated fair market value of the equity awards at the time of grant. The 2015 restricted stock awards to directors were made on April 23, 2015. The grant date fair value of the 2015 restricted stock award to each director was \$69.16 per share.

(3) The shares of restricted stock awarded to directors vest in increments of one-third of the total grant on each of the first, second, and third anniversaries of the date of grant.

(4) Each non-employee director had the following equity awards outstanding as of the end of fiscal 2015:

Name	Option Awards	Stock Awards
	Number of Securities Underlying Unexercised Options (#)	Number of Shares of Stock That Have Not Vested (#)

H. Brown	6,000	3,102
Dr. J. Carleone	-	1,302
E. Cichurski	-	3,102
Dr. F. M. Clydesdale	4,000	3,102
J. A.D. Croft	-	3,102
Dr. M. Ferruzzi	-	-
Dr. D. W. Landry	-	-
K. P. Manning	-	2,502
D. McKeithan-Gebhardt	-	1,302
Dr. E. R. Wedral	6,000	3,102
E. Whitelaw	667	3,102

## AUDIT COMMITTEE REPORT

The duties and responsibilities of the Audit Committee of the Board are set forth in a written charter adopted by the Board, as set forth in the Company's Bylaws and on the Company's website at [www.sensient.com](http://www.sensient.com). The Audit Committee reviews and reassesses this charter annually and recommends any changes to the Board for approval. In accordance with its charter, the Audit Committee assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Company. During 2015, the Audit Committee met nine times. The Audit Committee discussed the financial information contained in each quarterly earnings announcement and in each of the Company's Forms 10-Q and 10-K with the Company's Senior Vice President and Chief Financial Officer, its Vice President, Controller and Chief Accounting Officer and its independent auditors prior to release of the earnings announcement and prior to filing the Company's Forms 10-Q and 10-K with the Securities and Exchange Commission, respectively. During each fiscal quarter of 2015, the Audit Committee reviewed the procedures undertaken in connection with the Chief Executive Officer and Chief Financial Officer certifications for Forms 10-Q and 10-K, including the Company's disclosure controls and procedures and internal controls.

In discharging its oversight responsibility as to the audit process, the Audit Committee obtained from the independent auditors a formal written statement describing all relationships between the auditors and the Company that might bear on the auditors' independence and information required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence and discussed with the auditors any relationships that may impact their objectivity and independence. The Audit Committee has also considered whether the provision of any non-audit services by the auditors is compatible with maintaining the auditors' independence. The Audit Committee is satisfied as to the auditors' independence. The Audit Committee also discussed with management, the Company's Director, Internal Audit and the independent auditors the quality and adequacy of the Company's internal controls and the internal audit function's organization, responsibilities, budget and staffing. The Audit Committee reviewed the audit plans, audit scopes and identification of audit risks with both the independent auditor and the Director, Internal Audit.

The Audit Committee discussed and reviewed with the independent auditors all communications required by the Public Company Accounting Oversight Board, including those described in AU-C Section 260, "The Auditor's Communication with Those Charged with Governance" and SEC Regulation S-X, Rule 2-07, "Communication with Audit Committees" and, with and without management present, discussed and reviewed the results of the independent auditors' examination of the financial statements. The Audit Committee also discussed the results of the internal audit examinations and met separately with the Company's Director, Internal Audit.

### Audit Fees

During the years ended December 31, 2015 and 2014, aggregate fees (including expenses) for the annual audit of the Company's financial statements were approximately \$2,873,000 and \$2,729,000, respectively. Audit fees include fees for the audit of the Company's consolidated financial statements, fees for statutory audits of foreign entities, fees for quarterly review services and fees related to the Company's SEC filings.

### Audit-Related Fees

During the years ended December 31, 2015 and 2014, aggregate fees (including expenses) for audit-related services provided by the independent auditors were approximately \$2,000 and \$78,000, respectively. Audit-related fees include fees for audits of the Company's employee benefit plans in 2014, and non-audit related accounting consultations, including due diligence.

### Tax Fees



During the years ended December 31, 2015 and 2014, aggregate fees (including expenses) for tax services provided by the independent auditors were approximately \$402,000 and \$237,400, respectively. Tax services include tax compliance, tax advice and tax planning.

All Other Fees

No other fees were paid to the Company's auditors in 2015 or 2014.

All of the services described above were approved by the Audit Committee. At its February 2016 meeting, the Audit Committee reviewed and approved resolutions continuing the Company's Audit Committee Pre-Approval Policy for a new twelve-month period. This policy provides that the Audit Committee is required to pre-approve all audit and non-audit services performed by the independent auditor and specifies certain audit, audit-related and tax services that have general pre-approval for the next twelve months, subject to specified dollar limits. The policy also provides that any services by the independent auditor not generally pre-approved or above the specified dollar limits must be submitted for pre-approval by the Audit Committee. Pursuant to the resolutions and the policy, the Chairman of the Audit Committee has the authority to grant pre-approval when necessary, provided that such pre-approval is reported to the Audit Committee at its next meeting.

The Audit Committee reviewed the audited financial statements of the Company as of and for the year ended December 31, 2015, with management and the independent auditors. Management has the responsibility for the preparation of the Company's financial statements and the independent auditors have the responsibility for the examination of those statements.

Based on the review and discussions with management and the independent auditors described above, the Audit Committee recommended to the Board that the Company's audited financial statements for the year ended December 31, 2015 be included in its 2015 Annual Report, for filing with the SEC. As further discussed in Item 3, "Ratification of Appointment of Independent Auditors," the Audit Committee has appointed Ernst & Young LLP, subject to shareholder approval, to be the independent auditors for 2016 and the Board recommended that the shareholders ratify that appointment.

Date: February 4, 2016

Hank Brown, Chairman  
Dr. Joseph Carleone  
Edward H. Cichurski  
Dr. Fergus M. Clydesdale  
James A.D. Croft

## PRINCIPAL SHAREHOLDERS

## Management

The following table sets forth certain information as of February 19, 2016, except as otherwise indicated, regarding the beneficial ownership of Common Stock by each of the executive officers of the Company who is named in the Summary Compensation Table below (“named executive officers”), each director and nominee of the Company, and all of the directors and executive officers of the Company as a group. Except as otherwise indicated, all shares listed are owned with sole voting and investment power.

Name of Beneficial Owner	Amount and
	Nature of Beneficial Ownership and Percent of Class
	(1)(2)(3)(4)
Hank Brown	28,934
Dr. Joseph Carleone	4,703
Edward H. Cichurski	5,177
Dr. Fergus M. Clydesdale	25,108
James A.D. Croft	26,080
Dr. Mario Ferruzzi	266
Michael C. Geraghty	15,819
John L. Hammond	58,111
Richard F. Hobbs (5)	66,448
Dr. Donald W. Landry	-
Kenneth P. Manning	290,807
Paul Manning	77,388
Deborah McKeithan-Gebhardt	1,998
Stephen J. Rolfs	118,560
Dr. Elaine R. Wedral	20,855
Essie Whitelaw	17,324
Robert Wilkins	65,525
All directors and executive officers as a group (21 persons) (6)	841,330

(1) No director or named executive officer beneficially owns 1% or more of the Company’s Common Stock. The beneficial ownership of all directors and executive officers as a group represents 1.87% of the Company’s outstanding Common Stock. In each case this percentage is based upon the assumed exercise of that number of options which are included in the total number of shares shown (See Note (2), below).

(2) Includes the following shares subject to stock options which are currently exercisable or exercisable within 60 days of February 19, 2016: Mr. Brown — 4,000 shares; Dr. Clydesdale — 4,000 shares; Mr. Rolfs — 2,125 shares; Dr. Wedral — 6,000 shares; Ms. Whitelaw — 667 shares; Mr. Wilkins — 5,000 shares; and all directors and executive officers as a group — 23,667 shares.

(3) Includes 3,700 shares held by Mr. Brown’s wife, 1,500 shares held by Mr. Croft’s wife; 186 shares held by Dr. Ferruzzi’s wife’s ESOP and 2,000 shares held by Mr. Kenneth Manning’s wife.

(4)

Shares owned through Sensient's Savings Plan stock fund and Sensient's ESOP are held on a unitized basis. The numbers of shares held through these plans have been estimated based on the closing stock price of \$56.80 on February 19, 2016.

(5) Stock ownership for Mr. Hobbs reflects direct holdings as of February 6, 2015, the last day on which he served as an executive officer of the Company.

(6) Excludes shares of Mr. Hobbs, who no longer serves as an executive officer of the Company.

## Other Beneficial Owners

The following table sets forth information regarding beneficial ownership by those persons whom the Company believes to be beneficial owners of more than 5% of the Common Stock as of February 19, 2016 (except as indicated in the footnotes), based solely on review of filings made with the Securities and Exchange Commission pursuant to Section 13(d) or 13(g).

Name and Address of Beneficial Owner	Amount and Nature of Ownership	Percent of Class (1)	
Neuberger Berman Group LLC (2)	4,784,247 shares	10.6	%
BlackRock, Inc. (3)	4,049,141 shares	9.0	%
The Vanguard Group, Inc. (4)	3,154,066 shares	7.0	%
Janus Capital Management LLC (5)	3,143,837 shares	7.0	%

(1) All percentages are based on 44,965,308 shares of Common Stock outstanding as of February 19, 2016.

Neuberger Berman Group LLC filed a Schedule 13G dated February 7, 2012, with respect to itself and certain affiliates. Neuberger Berman's address is 605 Third Avenue, New York, New York. Its Amendment No. 5 to Schedule 13G, dated February 12, 2016, reported that as of December 31, 2015, it held shared power to vote 4,770,790 shares of Common Stock and shared dispositive power with respect to 4,784,247 shares of Common Stock. It stated that all of the shares are held in the ordinary course of business and not with the purpose or effect of changing or influencing the control of the issuer.

BlackRock, Inc. filed a Schedule 13G dated January 21, 2011, with respect to itself and certain subsidiaries. BlackRock's address is 55 East 52nd Street, New York, New York. Its Amendment No. 6 to Schedule 13G, dated January 22, 2016, reported that as of December 31, 2015, it held sole power to vote 3,945,542 shares of Common Stock and sole dispositive power with respect to 4,049,141 shares of Common Stock. It stated that all of the shares are held in the ordinary course of business and not with the purpose or effect of changing or influencing the control of the issuer.

The Vanguard Group, Inc. filed a Schedule 13G dated February 7, 2013, with respect to itself and certain subsidiaries. Vanguard's address is 100 Vanguard Blvd., Malvern, Pennsylvania. Its Amendment No. 3 to Schedule 13G, dated February 10, 2016, reported that as of December 31, 2015, it had sole power to vote 86,391 shares of Common Stock, shared power to vote 2,800 shares of Common Stock, sole dispositive power with respect to 3,067,675 shares of Common Stock, and shared dispositive power with respect to 86,391 shares of Common Stock. It stated that all of the shares were acquired in the ordinary course of business and not with the purpose or effect of changing or influencing the control of the issuer.

Janus Capital Management LLC filed a Schedule 13G dated February 19, 2015, with respect to itself and certain subsidiaries. Janus Capital's address is 151 Detroit Street, Denver, Colorado. Its Amendment No. 1 to Schedule 13G, dated February 16, 2016, reported that as of December 31, 2015, it held sole power to vote 3,143,837 shares of Common Stock and sole dispositive power with respect to 3,143,837 shares of Common Stock. It stated that all of the shares were acquired in the ordinary course of business and not with the purpose or effect of changing or influencing the control of the issuer.



COMPENSATION AND DEVELOPMENT COMMITTEE REPORT

The duties and responsibilities of the Compensation and Development Committee of the Board (the “Compensation Committee”) are set forth in a written charter adopted by the Board, as set forth in the Company’s Bylaws and on the Company’s website at [www.sensient.com](http://www.sensient.com). The Compensation Committee reviews and reassesses this charter annually and recommends any changes to the Board for approval.

As part of the exercise of its duties, the Compensation Committee has reviewed and discussed the following “Compensation Discussion and Analysis” contained in this proxy statement with management. Based upon that review and those discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be incorporated by reference in the Company’s 2015 Annual Report and included in this proxy statement.

James A.D. Croft, Chairman  
Dr. Joseph Carleone  
Edward H. Cichurski  
Dr. Fergus M. Clydesdale  
Dr. Elaine Wedral  
Essie Whitelaw

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### Executive Summary

The pages below discuss the material elements of Sensient's compensation program for its executive officers. The following points may assist you in reviewing these disclosures and in understanding the Company's executive compensation decisions for 2013, 2014 and 2015 and its ongoing compensation program for 2016 and future years.

#### Named Executive Officers

When we refer to our named executive officers, we are referring to the following individuals who were senior officers of the Company during 2015, and whose 2015 compensation is set forth below in the Summary Compensation Table and subsequent compensation tables:

Paul Manning, President and Chief Executive Officer;

- Richard F. Hobbs, Former Senior Vice President and Chief Financial Officer (until February 6, 2015);

John L. Hammond, Senior Vice President, General Counsel and Secretary;

- Stephen J. Rolfs, Senior Vice President and Chief Financial Officer (Senior Vice President, Administration until February 6, 2015);

Michael C. Geraghty, President, Color Group; and

Robert Wilkins, President, Asia Pacific Group.

**Effect of Management Transition.** In connection with Mr. Hobbs' retirement, the Board appointed Mr. Rolfs as Senior Vice President and Chief Financial Officer on February 7, 2015. Mr. Hobbs served Sensient for over 40 years, including nearly 15 years as our Chief Financial Officer. As our senior executives have been and will be succeeded by younger executives at lower levels of compensation, there has been and will continue to be a significant impact on the aggregate levels of compensation for the named executive officers. Additionally, and as a result of the Company's effective succession planning processes, our senior executives generally have been succeeded by employees of the Company, thus obviating the need for sign-on bonuses or other extraordinary expenditures potentially necessary to attract external executives. Our compensation program for the named executive officers reflects the dedicated service of our senior executives and the succession planning actions taken to date by the Company.

**2015 Highlights.** As outlined below, the Company turned in a strong financial and operating performance in 2015 while making significant gains in shareholder support of our executive compensation practices, refreshing the Board and engaging in a significant restructuring program.

Our stock price increased from \$60.34 to \$62.82 per share during 2015, reflecting year-over-year stock price appreciation of approximately 4% and a one-year total shareholder return of 5.8%, including the impact of our dividends. Sensient significantly outperformed the one-year total shareholder returns earned by the Standard & Poor's 400 Specialty Chemicals index (-3.3%) and the median of our peer group (-15.2%).

Adjusted earnings per share\* increased 1.0% to \$3.05 in 2015, despite the unfavorable foreign currency impact of more than 7%. We increased our quarterly dividend to 27 cents per share in July 2015 and repurchased approximately 2.7 million shares of the Company's Common Stock. Through dividends and share repurchases, Sensient returned \$224.7 million of cash to our shareholders during 2015.

In December 2015, our Board appointed two new independent directors, Dr. Mario Ferruzzi and Dr. Donald W. Landry. Including Drs. Ferruzzi and Landry, Sensient has appointed six new directors since 2012.



\* Adjusted earnings per share is a non-GAAP financial measure. See “Non-GAAP Financial Measures” under Item 7 of the Company’s Annual Report on Form 10-K for information regarding this measure and a reconciliation to the most directly comparable GAAP measure.

2015 Say-on-Pay Vote. At the 2015 Annual Meeting of Shareholders, we held our fifth annual advisory vote to approve named executive officer compensation. Approximately 98% of the votes cast voted in favor of our executive compensation as disclosed in our 2015 Proxy Statement. The Compensation Committee and the Board are pleased with the vote result and level of support of the Company's executive compensation practices.

Members of our senior management regularly engage with stakeholders and solicit feedback on compensation and governance matters. This engagement takes the form of telephone and face-to-face meetings with institutional shareholders, analysis of market practices and advice from Towers Watson, the Compensation Committee's independent compensation consultant. The Compensation Committee further reviewed the results of our Say-on-Pay votes, feedback from institutional shareholders, advice from Towers Watson, input from proxy advisory services and management recommendations based on Sensient's strategic direction and market practices.

The Compensation Committee and the Board believe that the overwhelming shareholder support in the Company's 2015 Say-on-Pay vote was a direct result of the Company's significant actions beginning in 2013 and continued in 2014 and 2015 to increase the linkage of pay and performance embedded in the design of our compensation programs, refresh the Board and enhance corporate governance practices, including the following actions:

We changed the mix of our long-term equity incentive awards – the largest component of compensation for our named executive officers – that we issued in 2014 and in 2015 so that 100% of the long-term equity incentive awards issued consisted of performance stock unit awards as compared to 50% performance stock unit awards and 50% time-vesting restricted stock in 2013 and 100% time-vesting restricted stock in 2012. We believe that our issuance of 100% performance equity (approximately 15% of Fortune 500 companies issue 100% performance equity awards to their CEOs and 12% of Fortune 500 companies issue 100% performance equity awards to their other named executive officers), combined with our robust stock ownership and “hold-to-retirement” requirements for executive officers, closely aligns our executive compensation with shareholder returns.

We modified our performance stock unit awards under our long-term incentive awards to lengthen the performance period from two years for the 2013 awards to three years for the 2014 and 2015 awards;

We also modified our 2014 and 2015 performance stock unit awards to provide for pro-rated vesting of awards to officers whose employment with the Company terminates because of death, disability or retirement after reaching retirement age during the performance period (for the 2013 awards such officers were eligible to earn the full award);

We closed our supplemental executive retirement plan (“SERP”) to new participants and froze the benefits payable to existing SERP participants effective as of December 31, 2015 (December 31, 2016 for Mr. Rolfs);

We eliminated a cash subaccount option from the Directors' Deferred Compensation Plan, so that all future deferred directors' fees will be held in Common Stock;

We terminated the Non-Employee Directors' Retirement Plan effective June 30, 2014;

We amended the 2012 Non-Employee Directors Stock Plan to provide for annual awards based on a fixed dollar value rather than a fixed number of shares;

We refreshed the Board by appointing five new independent directors, Mr. Cichurski in 2013, Dr. Carleone and Ms. McKeithan-Gebhardt in 2014, and Drs. Ferruzzi and Landry in 2015;

We approved amendments to Sensient's Amended and Restated Articles of Incorporation, Bylaws and Corporate Governance Guidelines to provide for a majority voting standard in uncontested director elections and the Amended and Restated Articles of Corporation were approved by over 99% of the votes cast by our shareholders at the 2015 Annual Meeting of Shareholders;

We amended Sensient's Corporate Governance Guidelines to create the lead independent director position and appointed Dr. Wedral as independent Lead Director;

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• We appointed Dr. Wedral and Mr. Cichurski in 2014, and Dr. Carleone in 2015, to the Compensation Committee;

• We eliminated all tax gross-ups on perquisites given to our named executive officers; and

• We modified our peer group to better balance the spread of revenue sizes in the peer group and decrease the median revenue size of the peer group as discussed below.

**Increased Direct Linkage Between Executive Compensation and Company Performance.** As a result of the Company's implementation of 50% performance equity in 2013 and 100% performance equity in 2014, executive compensation has become even more closely linked to the Company's financial performance. This is reflected in the following pie chart detailing the components of named executive officer compensation in 2015 (which excludes the 2015 changes in pension values and includes 2015 performance stock units at grant date fair market value assuming target performance levels):

Portion Of Compensation Tied To Performance Was 70% in 2015

(\* denotes performance based components)

**Compensation Aligned with Shareholder Interests.** The Company's compensation policies for 2015 continue to strongly emphasize alignment with shareholder returns. The pie chart above illustrates that 70% of the average compensation for Sensient's named executive officers (excluding change in pension values and including performance stock units at grant date fair market value assuming target performance levels) was based on achieving the Company's performance goals under our annual management incentive plan and our long-term equity incentive plan. The amount of average executive compensation directly linked to Company performance has significantly increased since 2012 (when 22% of Sensient's average executive compensation was performance based) and it is anticipated that a similar percentage of executive compensation will consist of at-risk compensation that is directly linked to Company performance in 2016 and beyond. The pie chart also illustrates that only 26% of the average compensation for Sensient's named executive officers (excluding change in pension values and including performance stock units at grant date fair market value assuming target performance levels) consisted of base salary in 2015. A majority of the named executive officers' compensation consists of at-risk, performance based long-term equity incentive awards (performance stock units) which align executive compensation with shareholder returns. Under Sensient's unique compensation program, equity grants consist of stock awards that executives and directors generally cannot sell (even when fully vested, except in amounts intended to cover taxes) until retirement from Sensient except for executives aged 60 or over who sell pursuant to a Board-approved 10b5-1 plan. As a result, the interests of our executives and directors are fully aligned with the interests of our long-term shareholders because both this year's performance stock unit awards and all of the stock accumulated by our executives and directors during their careers at Sensient are generally nontransferable until retirement.

Sensient's Relative Performance and Chief Executive Officer Compensation. For those who wish to consider total shareholder return when evaluating chief executive officer compensation, the graph below compares Sensient's one-year and annualized three-year total shareholder returns on Common Stock with the annualized total returns of the Standard & Poor's 400 Specialty Chemicals index (of which Sensient is a component) and the median of Sensient's peer group (which consists of the companies listed in the Comparable Company Data under the section "Compensation Committee Practices" below).

For the one year and three years ended December 31, 2015, Sensient's total return to shareholders significantly outperformed the returns earned by the Standard & Poor's 400 Specialty Chemicals index and by the median of our peer group.

During 2015, Sensient's total direct compensation (salary, annual cash incentive award and equity awards) for our Chief Executive Officer was below the median of our peer group. Our Chief Executive Officer's total compensation at target levels and at the amount actually awarded in 2015, as reported in the Summary Compensation Table, is appropriate and reflects the returns earned by shareholders over the one- and three-year periods.

Sensient’s Executive Compensation Program Highlights. Sensient’s executive compensation program features the following shareholder favorable “best practices”:

Compensation Program Feature	Description
Pay for performance	A significant percentage, 70% of the average compensation for our named executive officers, of 2015 total target direct compensation is “pay at risk” that is contingent upon performance. In 2014 and 2015, 100% of the long-term equity incentive awards to our executive officers consisted of performance stock unit awards; approximately 15% of Fortune 500 companies issue 100% performance equity awards to their CEOs and 12% of Fortune 500 companies issue 100% performance equity awards to their other named executive officers.
“Hold-to-retirement” policy	With limited exceptions, executives are required to hold 100% of any additional net shares awarded in the future until the executive retires or is no longer employed by the Company and independent directors are required to hold at least 75% of any additional net shares awarded to them until the director retires from the Board.
Proactive engagement	In addition to our annual say-on-pay vote, our senior management engages directly with institutional shareholders and other key stakeholders throughout the year to gather feedback regarding our performance and executive compensation programs.
Performance measures	Performance measures for incentive compensation are closely linked to challenging strategic and near-term operating objectives, and are designed to create long-term shareholder value.
Compensation Committee membership and independent compensation consultant	Our Compensation Committee is composed entirely of independent, non-employee directors and engages an independent compensation consultant to perform an annual independent risk assessment of our executive compensation program.
Annual review and modification of executive compensation	Our Compensation Committee reviews and modifies executive compensation on an annual basis to achieve program objectives.
No discretionary or multi-year guaranteed bonuses	We have no discretionary bonuses and no multi-year guaranteed bonuses for any of our executive officers.
Pro ration of equity awards and annual cash incentive awards	We pro rate equity awards and annual cash incentive awards to employees who leave the Company during the applicable performance period.
No tax gross-ups	We do not have any tax gross-ups in any of our change of control agreements with any of our executive officers and we do not provide any tax gross-ups on perquisites to our named executive officers.
No equity repricing or exchange	Our equity incentive plans prohibit repricing or exchange of underwater stock options or stock appreciation rights.
No equity short sales, hedging or pledging	Our stock ownership guidelines explicitly prohibit short sales, hedging and pledging transactions involving our securities.
Double-Triggers	Our change of control agreements have a “double-trigger” such that benefits payable under such agreements are not paid unless a change in control is also accompanied by a qualifying termination of employment within 36 months.

Clawbacks In the event of certain financial restatements as a result of misconduct by any former or current executive officer, the Compensation Committee has discretion to recover any bonus or other incentive-based or equity-based compensation received by, and any profits realized by, the offending officer from the sale of Sensient securities during the 12-month period following the first public issuance or filing of the noncompliant financial document.

Stock ownership guidelines Our Chief Executive Officer is required to hold stock equal to a multiple of six times his salary, each Senior Vice President is required to hold stock equal to a multiple of four times their salary and each other elected officer is required to hold stock equal to a multiple of two times their salary (in each such case, excluding unexercised stock options but including restricted stock and performance stock units). Our independent directors are required to hold at least 1,000 shares of Common Stock within a year following their initial election to the Board and shares with a value of at least five times the annual retainer for directors after five years of service on the Board (in each such case, excluding unexercised stock options but including restricted stock).

### Compensation Design and Philosophy

Executive Compensation Flows Directly From Sensient's Business Strategies and Investments Focus on Value Creation, Primarily Over the Long Term. Our approach to executive compensation flows directly from our approach to value creation for the Company and our shareholders. Although all timeframes are relevant, Sensient is primarily focused on long-term investments both in our employees and through acquisitions and strategic capital investments in state-of-the-art facilities and equipment designed to produce the highest quality products efficiently and with product safety and regulatory compliance in mind. Our equity compensation program and our robust stock ownership guidelines and hold-to-retirement policy are designed to align our executive compensation program with this long-term value creation focus.

Our Management and Compensation Philosophy Measures and Rewards Performance. Sensient's management and compensation philosophy measures and rewards performance from each of its executive officers and from the management team as a whole. Sensient has relatively few high level executives and we believe we operate with an extremely lean staff compared to our peer group. As a result, the executives we do have are required to assume greater levels of responsibility and accountability than executives who operate with larger staffs in matrix organizations. Additionally, Sensient's named executive officers have been carefully selected through a unique and rigorous succession planning process and are continually evaluated through performance assessment over the length of their careers with the Company. Sensient's compensation program reflects these realities by providing for compensation which correlates closely with the performance of the executive and the Company.

### Compensation Processes and Procedures

The pages below discuss the Compensation Committee and the processes and procedures used by the Compensation Committee in reviewing and determining executive compensation.

#### The Compensation Committee

The Compensation Committee is composed entirely of independent, non-employee directors, as determined using New York Stock Exchange listing standards both for directors generally and for compensation committee members. The Committee oversees Sensient's executive compensation programs and monitors incentives for risk-taking from compensation programs for all employees. See "Committees of the Board — Compensation and Development Committee" above for a description of the Committee's responsibilities. This discussion and analysis is designed to assist your understanding of Sensient's compensation objectives and philosophy, the Compensation Committee's practices, and the elements of compensation for the named executive officers.





## Compensation Objectives and Philosophy

Sensient's compensation program is designed:

- to measure and reward performance from each of its executive officers and from the management team as a whole;
- to align Sensient's interests with the interests of executives and other employees through compensation programs that recognize individual contributions toward the achievement of corporate goals and objectives without encouraging taking unnecessary or unreasonable risks;
- to further link executive and shareholder interests through equity-based compensation and long-term stock ownership arrangements;
- to attract and retain high caliber executive and employee talent; and
- to encourage management practices, controls and oversight that minimize the risks present in Sensient's business.

The Committee determines specific compensation levels for Sensient's executive officers based on several factors, including:

- achievement of strategic and financial plans, and specific financial and performance targets without taking unnecessary or excessive risks;
- each executive officer's role and his or her experience and tenure in the position and with the Company;
- the total salary and other compensation for the executive officer during the prior fiscal year; and
- how the executive officer may contribute to Sensient's future success.

In sum, the Committee intends that Sensient's compensation programs both help the Company to attract and retain key executives and other employees, provide for effective succession planning and give the executive officers and other employees appropriate and meaningful incentives to achieve superior corporate and individual performance without undertaking unnecessary or excessive risks.

The Committee determines the amounts and mixture of compensation for Sensient's executives based on the compensation design and other factors described above, including the philosophy of measuring and rewarding performance. Sensient reviews its compensation awards compared to compensation levels for comparable positions at Sensient's stable peer group of competing public companies of similar size and complexity as well as published survey data, adjusted as described below (together, the "Comparable Company Data"), using regression analysis for the survey data because of differences in size between the comparable companies and the Company. This review is performed to ensure that Sensient's compensation programs are reasonably applied and also to ensure that they are competitive for purposes of attracting and retaining key executives. The selection of our peer group and each material element of compensation are discussed further below.

Key elements of the executive compensation program tie a significant portion of executive compensation to the Company's performance and success in meeting specified financial goals and objectives. The Committee also considers other compensation and amounts payable to executive officers, including retirement compensation and potential payments in a situation involving a change of control of the Company. Retirement compensation is intended both to recognize, over the long term, services rendered to the Company as well as the practice that employers provide employees with retirement benefits.



The Committee also recognizes that situations involving a potential change of control of a company can be very disruptive to all of its employees, including executive officers, because a change of control could affect the employees' job security, authority or compensation. To help address the inherent potential conflict of interest between executive officers' personal interests and other interests of the Company and its shareholders, since 1988 we have provided key decision-making officers with agreements that will help mitigate their concerns about such personal matters in the case of a change of control and thereby assure that management provides objective guidance to the Board and shareholders. Change of control agreements can also help ensure that the management team stays intact before, during and after a change of control, thereby protecting the interests of not only the target company's shareholders but also those of any acquirer.

Finally, as with most companies, the Company provides various other benefits to its employees, including its executive officers. Many of these benefits, such as health insurance, are provided on the same basis to all salaried employees. In many respects, the types and amounts of those benefits have historically been driven by reference to the Company's past practices. The Committee regularly reviews these and other benefits, including special benefits or "perks," for executive officers. In 2014 the Committee and Board eliminated all tax gross-up payments on perks paid to named executive officers.

#### Compensation Committee Practices

Each year the Committee conducts a review of the Company's executive compensation program. As required by Section 14A of the Securities Exchange Act, the Company obtained formal shareholder advisory votes regarding executive compensation at the 2011, 2012, 2013, 2014 and 2015 Annual Meetings of Shareholders, and we will obtain a new advisory vote at the 2016 Annual Meeting of Shareholders and annually thereafter. The Committee considers the results of the recent shareholder advisory votes regarding executive compensation in determining its ongoing compensation policies and decisions. To better understand the concerns of its shareholders and to give them an opportunity to make more specific recommendations, the Company initiated annual discussions of its compensation policies with some of its larger shareholders beginning in 2011 and, as a result of such discussions, the Company has initiated several key changes to its compensation practices. The Company's executive compensation clawback policy, its higher executive and director stock ownership requirements, its revised policies generally requiring executives and directors to retain their Sensient stock ownership until retirement, its performance stock units, its modification of the performance metrics used to determine annual cash incentive awards, and its elimination of tax gross-ups from change of control agreements and from perks paid to named executive officers (each of which is described elsewhere in this proxy statement) were all influenced by the Company's belief that these revisions would strengthen the alignment of the interests of our executives and directors with the interests of our shareholders and therefore should be viewed favorably by the Company's shareholders and their advisors. We believe that our hold-to-retirement policy is unique within our peer group.

Generally, the Committee begins its consideration of annual cash and long-term equity incentive compensation at its Fall meeting in connection with its review of the Comparable Company Data discussed below. Final determinations of salaries, annual cash incentive awards and long-term equity incentive compensation awards are made at the Committee's meeting with concurrence by the Board during its regular meeting in December. Generally, salary changes become effective on January 1 of the following year. Most restricted stock awards (and starting in 2013, our awards of performance stock units) are granted effective as of the December meeting date. Sensient has not granted stock options to its executive officers in recent years (relying instead on awards of restricted stock prior to 2013, an equal mix of time-based restricted stock awards and performance stock unit awards in 2013, and 100% performance stock unit awards beginning in 2014).

As part of its annual review of the Company's executive compensation program, the Committee retains a consultant who, among other things, prepares a report comparing Sensient's executive compensation to the Comparable Company Data. The Comparable Company Data ordinarily includes information that is from the year prior to the date of the analysis.

Establishing a stable and appropriate peer group for the Company has been challenging because Sensient has few direct competitors of similar size that are publicly traded in the United States. The colors and flavors and fragrances industries are highly fragmented geographically and are diversified among product lines. In light of these challenges, Sensient has determined the appropriate peer group by considering:

companies of comparable size (based primarily on market capitalizations ranging from approximately \$281 million to \$11.1 billion as of December 31, 2015 with a median of \$1.5 billion, most recently reported revenues ranging from approximately \$434 million to \$4.3 billion with a median of \$2 billion and most recently reported operating incomes ranging from approximately \$30 million to \$715 million with a median of \$202 million);

companies with which it competes for business (primarily in the specialty chemicals industry);

companies with significant international operations; and

companies with generally consistent financial performance or other business attributes (based primarily on gross, operating and net profits; gross, operating and net margins; full-time employees and total assets; and total shareholder return).

The peer group is reviewed annually and while companies are added or removed as circumstances warrant, the Compensation Committee believes it is beneficial to keep the peer group fairly stable from year to year for comparison purposes.

The Comparable Company Data included in the 2012 analysis that was considered by the Compensation Committee in making decisions for 2012 restricted stock awards, 2013 base salaries and 2013 annual management incentive plan awards was based in part on published survey data of a broad group of public and private companies and in part on an analysis of the proxy statements of a peer group of 19 public companies. The peer group of 19 public companies included in 2012 was:

Aceto Corporation	Elizabeth Arden, Inc.	Minerals Technologies Inc.	Revlon, Inc.
Albemarle Corporation	FMC Corporation	Nu Skin Enterprises, Inc.	A. Schulman, Inc.
Cabot Corporation	H.B. Fuller Company	Olin Corp.	Sigma-Aldrich Corporation
Cambrex Corporation	International Flavors & Fragrances Inc.	Penford Corporation	Stepan Company
Church & Dwight Co., Inc.	McCormick & Company, Incorporated	PolyOne Corporation	

Data regarding the same group of 19 public companies was also considered when making Compensation Committee decisions in 2013 relating to 2013 restricted stock awards, 2013 performance stock unit awards, 2014 base salaries and 2014 annual management incentive plan awards.

In December 2014, the Compensation Committee reviewed and updated the peer group by removing Olin Corp. and Penford Corporation (announced sale in 2014) and by adding Rockwood Holdings, Inc., Kraton Performance

Polymers Inc., OM Group Inc., OMNOVA Solutions Inc., Innophos Holdings Inc. and Innospec Inc. These additions to the peer group were selected to better balance the spread of revenue sizes in the peer group and decrease the median revenue size of the peer group. The relevant financial characteristics of these companies that were added to the peer group also fell within an acceptable range in relation to Sensient's own financial characteristics. Data regarding the peer group of the following 23 public companies was considered when making Compensation Committee decisions in 2014 when making Compensation Committee decisions relating to 2014 performance stock unit awards, 2015 base salaries and 2015 annual management incentive plan awards:

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Aceto Corporation	FMC Corporation	McCormick & Company, Incorporated	Rockwood Holdings, Inc.
Albemarle Corporation	H.B. Fuller Company	Minerals Technologies Inc.	Revlon Inc.
Cabot Corporation	Innophos Holdings Inc.	Nu Skin Enterprises, Inc.	A. Schulman, Inc.
Cambrex Corporation	Innospec Inc.	OM Group Inc.	Sigma-Aldrich Corporation
Church & Dwight Co., Inc.	International Flavors & Fragrances Inc.	OMNOVA Solutions Inc.	Stepan Company
Elizabeth Arden, Inc.	Kraton Performance Polymers Inc.	PolyOne Corporation	

OM Group, Inc., Rockwood Holdings, Inc. and Sigma-Aldrich Corporation were acquired in 2015 and are no longer publicly traded entities. Accordingly, data regarding these entities was not available in 2015 when making decisions relating to 2015 performance stock unit awards, 2016 base salaries and 2016 annual management incentive plan awards. For that reason the peer group used in 2015 consisted of the remaining 20 public companies.

This public company peer group is comparable to Sensient in complexity and market challenges. Sensient's 2015 market capitalization and operating income were slightly above the median of the peer companies (ranking at the 72nd and 51st percentiles, respectively) and Sensient's 2015 revenue ranked at the 35th percentile of the peer companies.

The Compensation Committee has the sole authority to retain and terminate a compensation consulting firm to assist it in the evaluation of compensation of the Chief Executive Officer and other executives and employees of the Company and the sole authority to approve the consultant's fees and other retention terms. The Compensation Committee is directly responsible for the oversight of the work of any compensation consulting firm retained by it to assist in compiling the Comparable Company Data. The Compensation Committee may select a compensation consultant only after taking into consideration all factors relevant to that person's independence from management, including the following: (A) the provision of other services to the corporation or its affiliates by the person that employs the compensation consultant; (B) the amount of fees received from the corporation or its affiliates by the person that employs the compensation consultant, as a percentage of the total revenue of the person that employs the compensation consultant; (C) the policies and procedures of the person that employs the compensation consultant that are designed to prevent conflicts of interest; (D) any business or personal relationship of the compensation consultant with a member of the Committee; (E) any corporation stock owned by the compensation consultant; and (F) any business or personal relationship of the compensation consultant with an executive officer of the corporation.

As part of the process to retain Towers Watson, the Compensation Committee evaluated the independence of that firm and its advisers by considering the factors listed above (among other factors that the Committee considered relevant). The Compensation Committee considered that the Company has also used Towers Watson for certain other services and that the compensation to Towers Watson for these other services for recent years has not exceeded \$120,000 annually. On the basis of the Compensation Committee's evaluation of the factors listed above, the Committee determined that the advisers' relationships and other services did not create conflicts of interest and did not adversely affect Towers Watson's independence and advice.

The Company's management assists the Compensation Committee in its determinations by helping compile and organize information, arranging meetings and acting as Company support for the Compensation Committee's work. The Company's management has no decision-making authority on the Compensation Committee. In reviewing the performance and establishing the compensation levels of other elected officers, the Compensation Committee also takes into account the recommendations of the Company's Chief Executive Officer.



## Components of Executive Compensation and Benefits Programs

The following table summarizes the components of our executive compensation and benefits programs for named executive officers. Each component is designed to align the interests of our named executive officers with the Company and our shareholders and is discussed in further detail below.

Component	Type	Objective
1. Base Salary	Fixed	- Attract and retain talented executives by providing base pay at market levels Drive Company and individual annual performance
2. Annual Cash Incentive Plan Awards	Performance Based	- Focus on growing local currency adjusted earnings per share (60% weight of 2015 awards based on 2016 performance), adjusted gross profit as a percentage of revenue (20% weight) and adjusted cash flow (20% weight)
3. Long-Term Equity Incentive Awards	Performance Based (100% of 2015 awards)	- Align executive officers' interests with those of the Company and its shareholders over a three-year vesting period
4. Retirement Benefits	Fixed	- Focus on Company's operating performance in terms of adjusted EBIT growth and adjusted return on invested capital over a three-year performance period (January 1, 2016 – December 31, 2018) Attract and retain talented executives by providing retirement benefits to executives that have contributed to the Company's success over an extended period of time
5. Other Benefits	Fixed	- Attract and retain talented executives by providing other benefits at market levels

The performance measures for the Annual Cash Incentive Plan and Long-Term Equity Incentive Awards are defined by the Committee and may include adjustments to the Company's financial results calculated in accordance with GAAP. The performance measures described above may be adjusted to remove the effect of foreign currency translation, restructuring costs, the impact of acquisitions, and other items as defined by the Committee.

## Base Salary

As with most companies, base salary is one of the key elements in attracting and retaining Sensient's key officers. When determining the amount of base salary for a particular executive, the Committee considers prior salary (and the proposed percentage change in salary), job responsibilities and changes in job responsibilities, individual experience, demonstrated leadership, performance potential, Company and individual performance, retention considerations, years of service at Sensient, years in the officer's current position, market data regarding salary changes for similar positions and the responsibilities of operating in a lean corporate environment. These factors ordinarily are not specifically weighted or ranked; instead they are considered in a holistic way.

For 2015, the Committee began with market data (comprised of the Comparable Company Data) indicating that base salaries of executives at similar companies were generally expected to increase from 2014 levels by approximately 3%, and then determined actual base salaries for Sensient's executives after considering management's recommendations. The Company continues to believe that the unique skills and qualifications of its executive officers are important to the ongoing growth and success of the Company. The annual salary increase for 2014 to 2015 given to most of the named executive officers was between 1.5% and 5.0%. In one instance an increase of 10.0% was awarded in anticipation of an executive's promotion to a new position with increased responsibilities.



## Annual Incentive Plan Awards

Sensient maintains annual management incentive plans for its elected officers. Annual incentive compensation is intended to provide cash-based incentives based upon achieving overall Company, group or divisional financial goals and to place a significant part of each elected officer's total compensation at risk depending upon achievement of those goals. In 2013, the Compensation Committee significantly modified the Company's annual management incentive plan to reduce the emphasis placed on consolidated earnings per share and assign more meaningful weight to other financial objectives used to calculate annual incentive awards. For annual incentive awards issued in 2014 based on performance during 2015 performance was measured based on a weighted average of the Company's achievement of three performance goals – local currency adjusted earnings per share (50% weight), adjusted gross profit as a percentage of revenue (30% weight) and adjusted cash flow (20% weight). For some officers, including two of the named executive officers as discussed below, the Company also used a measure of group operating profit.

In December 2015, Sensient issued annual cash incentive awards which are to be based on performance during 2016 and which are calculated using a weighted average of the Company's achievement of three performance goals – local currency adjusted earnings per share (60% weight), adjusted gross profit as a percentage of revenue (20% weight) and adjusted cash flow (20% weight). The annual cash incentive awards are subject to a target level for each of the three performance goals, with awards for the named executive officers in the range of 65% to 85% of annual base salary (depending on the officer's position in the Company) paid if the target levels are achieved with respect to each performance goal. Performance in excess of the targeted levels allows for an increased award, but awards are capped at 200% of the award at the targeted levels. Performance below the targeted levels can result in a reduced award, or no award at all if none of the minimum threshold levels are achieved. The particular targets and financial goals used are those which the Compensation Committee determines best reflect or which are important to achieving increased shareholder value over the long term without undertaking unnecessary or excessive risks. The Compensation Committee generally sets target award levels that keep Sensient's levels at least competitive with its industry and provide meaningful incentives for superior performance. The Committee has discretion to reduce any award by up to 20% if the Committee determines a reduction to be appropriate, such as if the Committee determines that the executive caused the Company to take unreasonable or unnecessary risks.

In light of the foregoing, the Company's objective is to set incentive goals that are quantitative and measurable and that represent meaningful improvement from the prior year while still being capable of achievement at the "target" level. Each of these targets is an objective measure of performance that we believe is widely accepted by investors. After the end of the year, the Company compares Sensient's performance against the goals for each of the performance measures to determine the amount (if any) that it pays the eligible executive officers under the annual management incentive plan applicable for the year, subject to Committee discretion to reduce the awards as described above. For example, in 2016 the Chief Executive Officer can earn an incentive payment equal to 85% of base salary under the annual management incentive plan applicable to him if "target" performance is achieved for each of the local currency adjusted earnings per share, adjusted gross profit as a percentage of revenue and adjusted cash flow performance measures during the fiscal year. The other named executive officers currently would earn 65% of their base salaries in the case of "target" local currency adjusted earnings per share, adjusted gross profit as a percentage of revenue and adjusted cash flow performance. Performance in excess of the targeted level in any performance goal results in a payment of up to double the weighted amount of that performance goal if a specified "maximum" is achieved. For example, performance in excess of the targeted level of adjusted cash flow (which is given 20% weight in the formula) could result in a maximum of 40% (200% of the 20% weight) of the award being earned for the adjusted cash flow performance goal. Lower performance in one or more performance goals can result in a reduced award, subject to a specified "minimum" level for each of local currency adjusted earnings per share, adjusted gross profit as a percentage of revenue and adjusted cash flow. The Committee determined that these levels of annual incentive awards were appropriate based on analysis of the most recent Comparable Company Data. Nonetheless, the target percentage payout may vary from year to year. The amount Sensient pays will also increase or decrease from year to year in accordance with measuring performance against our target performance measures.



For awards made in 2014 to be based on performance during 2015, amounts paid under the annual cash incentive awards were based on the performance goals and specific targets described in the table below for Sensient as a consolidated whole, subject to adjustment for excluded items as provided in the plan.

Performance Goal	2015 Target(1) and Percentage of Target Award Earned	2015 Calculation(2)	Percentage Weight of Award Formula
Local currency adjusted earnings per share	\$2.95 per share minimum, 30%; \$3.16 per share target, 100%; \$3.24 per share maximum, 200%	\$3.29 per share	50%
Adjusted gross profit as a percentage of revenue	34.0% minimum, 30%; 34.1% target, 100%; 34.2% maximum, 200%	33.5%	30%
Adjusted cash flow	\$205.4 million minimum, 30%; \$209.4 million target, 100%; \$213.4 million maximum, 200%	\$148.1 million	20%

Each performance goal for 2015 was subject to a minimum, target and maximum for purposes of determining any awards as shown above. 2015 performance below the minimum level would have resulted in 0% of the target (1) award paid for that performance goal and 2015 performance equal to or above the maximum level would have resulted in 200% of the target award paid for that performance goal. Interpolation was used to calculate the payout when performance fell between the minimum and target or between the target and maximum levels.

The annual incentive plans provide that in comparing performance against the targeted Performance Goals, the Compensation Committee may exclude from the comparison any item that was not considered for the establishment of the Performance Goals and is related to an activity or event that is outside of the Company's ordinary course of business as it deems appropriate, provided the exclusion does not cause the award to fail to (2) constitute "performance-based compensation" under Section 162(m) of the Internal Revenue Code. The Committee set the 2015 targets excluding restructuring and other costs and the impact of discontinued operations and, with respect to local currency adjusted earnings per share, excluding the impact of foreign exchange rates. The exclusion increased earnings per share by 97 cents, gross profit by 50 basis points and cash flow by \$20.1 million in 2015.

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On December 3, 2015, the Compensation Committee set the performance goals under our annual cash incentive plans for fiscal 2016. For awards made in 2015 to be based on performance during 2016, amounts paid under the annual cash incentive award will be based on a weighted average of the performance goals and specific targets described in the table below for Sensient as a consolidated whole, subject to adjustment for excluded items as provided in the plan.

Performance Goal	2016 Target(1) and Percentage of Target Award Earned	2015 Baseline(2)	Percentage Weight of Award Formula
Local currency adjusted earnings per share	\$3.04 per share minimum, 30%; \$3.27 per share target, 100%; \$3.40 per share maximum, 200%	\$3.04 per share	60%
Adjusted gross profit as a percentage of revenue	33.9% minimum, 30%; 34.0% target, 100%; 34.1% maximum, 200%	33.8%	20%
Adjusted cash flow	\$145.0 million minimum, 0%; \$147.9 million, 30%; \$152.2 million target, 100%; \$155.1 million maximum, 200%	\$145.0 million	20%

Each performance goal for 2016 is subject to a minimum, target and maximum for purposes of determining any awards as shown above. 2016 performance below the minimum level would result in 0% of the target award paid (1) for that performance goal and 2016 performance equal to or above the maximum level would result in 200% of the target award paid for that performance goal. Interpolation will be used to calculate the payout if the performance falls between the minimum and target or between the target and maximum levels.

The 2015 Baseline for each performance goal is provided solely for comparison against the 2016 targeted Performance Goals. The annual incentive plans provide that in comparing performance against the targeted Performance Goals, the Compensation Committee may exclude from the comparison any item that was not considered for the establishment of the Performance Goals and is related to an activity or event that is outside of the Company's ordinary course of business as it deems appropriate, provided the exclusion does not cause the (2) award to fail to constitute "performance-based compensation" under Section 162(m) of the Internal Revenue Code. The Committee set the 2016 targets excluding restructuring and other costs, the impact of discontinued operations, the results of the European Natural Ingredients business and the impact of foreign exchange rates. The 2015 Baseline figures notes in the above table are adjusted for these amounts using the actual 2015 foreign exchange rates.

For 2015 and 2016, the named executive officers except Mr. Geraghty and Mr. Wilkins received or will receive incentive compensation opportunities based on the performance of the Company as a whole, rather than on the performance of any specific business unit of the Company. Mr. Geraghty's incentive compensation was and will be based 70% on the performance of the Color Group and 30% on the performance of the Company as a whole. Mr. Wilkins' incentive compensation was and will be based 70% on the performance of the Asia Pacific Group and 30% on the performance of the Company as a whole.

In December 2011, Sensient adopted a new clawback policy, effective January 1, 2012, for the recovery of equity-based and other incentive compensation from the offending officer or officers if Sensient is required to prepare an accounting restatement due to Sensient's material noncompliance with any financial reporting requirements under the securities laws as a result of misconduct from a current or former executive officer. Under the clawback policy, the Compensation Committee has discretion to recover any bonus or other incentive-based or equity-based compensation

received by the offending officer during the 12-month period following the first public issuance or filing of the noncompliant financial document and any profits realized by the offending officer from the sale of Sensient securities during that 12-month period. Although it appears likely that a three-year clawback policy will be required under future SEC regulations and NYSE listing standards called for by the Dodd-Frank Act, those specific requirements have not yet been adopted. The Company decided to adopt a clawback policy even before the SEC requirements become effective in order to minimize any investor concerns in this regard. When the SEC requirements become effective, we expect to amend our policy to comply with those requirements.

## Equity Awards

In recent years, Sensient has provided equity incentive compensation to its executive officers primarily through the Company's 2002 Stock Option Plan and the 2007 Stock Plan. We believe that including a significant level of equity-based awards aligns the financial interests of our management with those of Sensient's shareholders as well as with the long-term strategic objectives of the Company since the ultimate value of equity-based awards is tied to the value of Sensient's stock over the long term and these awards provide executives with a further equity stake in the Company. This is especially true in light of the Company's robust stock ownership and "hold-to-retirement" requirements for executives, discussed below.

Sensient's long-term equity incentive compensation for its named executive officers in recent years has been composed entirely of restricted stock awards and performance stock units, with no stock options. The 2007 Stock Plan authorizes the Committee to make restricted stock grants that may include both time vesting and performance-based elements.

In December 2015, the Compensation Committee awarded performance stock units that are calculated based on future performance over a three-year performance period and which are based on a weighted average of two performance metrics – adjusted EBIT growth (70% weight) and adjusted return on invested capital (30% weight). In December 2015, the equity awards to the named executive officers consisted 100% of performance stock units. The performance stock units, if earned, will vest (i.e., become freely transferable) after three years. If the individual's employment terminates because of death, disability or retirement after reaching retirement age, before the end of the three-year performance period, a prorated portion of the performance stock units (calculated by dividing the number of months of the performance period that the individual worked for the Company by thirty-six), if earned, will vest after three years. For awards granted in 2015 and based on our three-year performance during 2016-2018, the performance stock units are based on a weighted average of the performance goals and specific targets described in the table below for Sensient as a consolidated whole, subject to adjustment for excluded items as provided in the applicable plan.

Three Year Performance Goal	2016-2018 Target(1) and Percentage of Performance Goal Earned	2015 Baseline(2)	Percentage Weight of PSU Award Formula
Adjusted EBIT growth	-5% Compound Annual Growth Rate (CAGR) on 2015 EBIT minimum, 0%; 0% CAGR on 2015 EBIT, 25%; 5% CAGR on 2015 EBIT target, 100%; 8% CAGR on 2015 EBIT maximum, 150%	\$209.7 million	70%
Adjusted return on invested capital	25 basis points decrease on 2015 ROIC minimum, 0%; No change on 2015 ROIC target, 50%; 100 basis points increase on 2015 ROIC maximum, 150%	10.5%	30%

Each three-year performance goal for 2016-2018 is subject to a minimum, target and maximum for purposes of determining any awards as shown above. Three-year performance below the minimum level would result in 0% of (1) the target earned for that performance goal and three-year performance equal to or above the maximum level would result in 150% of the target earned for that performance goal. Interpolation will be used to calculate the payout if the performance falls between the various levels.

The 2015 Baseline for each performance goal is provided solely for comparison and has been adjusted for the (2) impact of restructuring and other costs, the impact of discontinued operations and the results of the European Natural Ingredients business.



For 2014 and 2015 performance stock unit awards, any executive officer whose employment with the Company terminates because of death, disability or retirement after reaching retirement age, prior to the end of the three year performance period, will become vested in the full award determined pursuant to the formula multiplied by the number of full months elapsed since the beginning of the performance period divided by thirty-six, provided, however, that the Compensation Committee, in its sole discretion, may vest some or all of the remaining performance stock units eligible for vesting. Upon a change of control during the three-year performance period, the Company will issue one share of stock per performance stock unit that could become vested assuming performance at 100% of target levels.

For 2013 performance stock unit awards, any executive officer that reached retirement age, received performance stock unit awards and worked for the Company during any part of the performance period, before voluntarily terminating his or her employment with the Company, became vested in the full award determined pursuant to the formula upon the expiration of the two-year performance period. The Compensation Committee, in its sole discretion, may vest some or all of the performance stock units eligible for vesting to any executive officer that voluntarily terminates his or her employment with the Company after the two-year performance period but before the end of the restricted period and before such officer has reached retirement age. Any executive officer whose employment with the Company terminates because of death or disability after the two-year performance period but prior to the end of the three year restricted period will become vested in the full award determined pursuant to the formula multiplied by the number of full months elapsed since the beginning of the restricted period divided by thirty-six, provided, however, that the Compensation Committee, in its sole discretion, may vest some or all of the remaining performance stock units eligible for vesting.

The equity awards to the named executive officers in 2013 consisted of (a) 50% time-vesting restricted stock that ordinarily would vest on the three year anniversary of the grant date or when the individual retires after attaining age 65 (if earlier) and (b) 50% performance stock units with a two-year performance period that ordinarily would vest on the three year anniversary of the grant date, when the individual retires after attaining age 65 (if earlier). Time-vesting awards to Messrs. Kenneth Manning, Hobbs and Hammond all vested immediately upon grant because each had attained age 65.



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The following table shows the performance metrics and weighting that the Compensation Committee set for our 2013 performance stock units and our degree of attainment of these goals:

	2014-2015 Target(1) and Percentage of Performance Goal Earned	2015 Calculation(2)	Percentage Weight of PSU Award Formula
Two Year Performance Goal Adjusted EBIT growth	3% Compound Annual Growth Rate (CAGR) on 2013 EBIT minimum, 50%; 5% CAGR on 2013 EBIT target; 100% 7% CAGR on 2013 EBIT maximum, 150%;	1.1% CAGR	70%
Adjusted return on invested capital	25 basis points decrease on 2013 ROIC minimum, 50%; 25 basis points increase on 2013 ROIC target, 100%; 50 basis points increase on 2013 ROIC maximum, 150%	84 basis points increase	30%

Each two year performance goal for 2014-2015 is subject to a minimum, target and maximum for purposes of determining any awards as shown above. Two-year performance below the minimum level would result in 0% of (1) the target award paid for that performance goal and two-year performance equal to or above the maximum level would result in 150% of the target award paid for that performance goal. Interpolation will be used to calculate the payout if the performance falls between the minimum and target or between the target and maximum levels.

The annual incentive plans provide that in comparing performance against the targeted Performance Goals, the Compensation Committee may exclude from the comparison any item that was not considered for the establishment of the Performance Goals and is related to an activity or event that is outside of the Company's ordinary course of business as it deems appropriate, provided the exclusion does not cause the award to fail to (2) constitute "performance-based compensation" under Section 162(m) of the Internal Revenue Code. The Committee set the 2014-2015 targets excluding restructuring and other costs and the impact of discontinued operations. The exclusion increased 2015 EBIT by \$43.6 million in 2015. The exclusion increased adjusted ROIC by 230 basis points.

Based on 2014-2015 performance, each named executive officer received 45% of the 2013 performance stock unit award. Mr. Paul Manning earned 9,225 performance stock units, Mr. Rolfs earned 3,870 performance stock units, Mr. Hammond earned 5,085 performance stock units, Mr. Geraghty earned 2,160 performance stock units, Mr. Wilkins earned 1,283 performance stock units, Mr. Kenneth Manning earned 15,075 performance stock units and Mr. Hobbs earned 6,705 performance stock units. The performance stock units earned by Messrs. Kenneth Manning, Hammond and Hobbs vested on February 4, 2016 and the performance stock units earned by Messrs. Paul Manning, Rolfs, Geraghty and Wilkins will vest on December 5, 2016, subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances.

Since 2014, Sensient has issued 100% performance stock unit awards to its executive officers. Although we have recently modified the performance and vesting criteria for our equity awards, in future years, our Compensation Committee may grant equity awards using the same performance criteria as for the non-equity based cash incentive plan discussed above, using entirely different criteria, providing for time vesting without regard to any performance criteria, or in any combination of these alternatives.

Even when the restrictions have lapsed on equity awards, Sensient has long had written policies that generally require executive officers and independent directors to hold all of their Sensient stock until their retirement from Sensient. The Company's stock ownership guidelines for elected officers are applicable within three years from an officer's date of election and provide that the Chief Executive Officer should own stock with a value of six times his annual base salary, Senior Vice Presidents (currently Messrs. Hammond and Rolfs) should own stock with a value of four times their annual base salaries and other executive officers should own stock with a value of at least two or three times their annual base salaries (in each case ownership excludes unexercised stock options but includes all restricted stock and performance stock units at the "target" payment amount). The policy also prohibits hedging transactions using Company stock, the use of Company stock as collateral in a margin account and loans of Company stock for purposes of short selling. The guidelines also formalize Sensient's "hold-to-retirement" policy for any additional net shares awarded by the Company in the future until the executive retires or is no longer employed by the Company, with the exceptions noted above for: (1) exercise and sales of shares from an option expiring within one year, (2) executives aged 60 or over who sell pursuant to a Board-approved Rule 10b5-1 plan and (3) sales of up to 50% of shares upon the vesting of restricted stock to permit payment of related federal and state income and payroll taxes. The Company's stock ownership guidelines for independent directors provide that independent directors should own at least 1,000 shares of Common Stock (excluding unexercised stock options but including restricted stock) within a year following a director's initial election to the Board and shares with a value of at least five times the annual retainer for directors after five years of service on the Board. This policy includes a "hold to retirement from the Board" requirement for at least 75% of any additional net shares awarded to them, with exceptions for the sale of shares from the exercise of options expiring within one year or the sale of up to 50% of restricted shares upon vesting (to permit payment of related taxes) and also prohibits hedging transactions using Company stock, the use of Company stock as collateral in a margin account and loans of Company stock for purposes of short selling. All of the Company's directors and named executive officers comply with these robust stock ownership requirements and the Company's policies against hedging, short selling and use of Company stock as collateral. As a result, the portion of an executive's net worth invested in Sensient stock generally increases throughout the executive's career, which creates a strong alignment with the interests of our shareholders. Based on publicly available information, we believe the combination of our robust stock ownership requirements and hold-to-retirement policy (with limited exceptions) is unique within our peer group.

#### Retirement Benefits

See the description of Sensient's supplemental retirement plan included in the compensation tables portion of this proxy statement.

#### Other Benefits

Sensient's executive officers receive various other benefits in the same manner as other salaried employees. For example, the Company provides executive officers and salaried employees with health insurance, vacation and sick pay. For key executives Sensient has also provided other benefits, including automobiles, club memberships, financial planning, and sometimes relocation assistance or other benefits.

#### Chief Executive Officer's Employment Agreement

Mr. Paul Manning is the only officer of the Company who currently has an employment agreement. A description of certain terms of Mr. Paul Manning's employment agreement is provided below.

Compensation for Mr. Paul Manning

Mr. Paul Manning has an employment agreement with the Company that commenced on February 2, 2014. The initial term of employment is three years, commencing on the effective date, and the employment agreement is renewable by mutual agreement. The agreement provides for the payment of base salary (subject to annual adjustment by mutual agreement), plus bonus eligibility (with no guarantee that any bonus will be earned and paid), participation in incentive, savings and retirement plans, and customary benefits. The agreement contains a one-year non-competition covenant that will begin on the date Mr. Paul Manning ceases to serve as Chief Executive Officer.

For 2014 and 2015, Sensient's principal corporate goals and objectives relevant to Mr. Paul Manning's compensation were to achieve excellent overall financial performance and increased shareholder value by executing Sensient's strategic plans, including strengthening Sensient's management organization.

For 2014 and 2015, the Committee set Mr. Paul Manning's base salary at \$800,000 and \$840,000 per annum, respectively. Each amount was selected based on the evaluations described above and on Sensient's overall financial performance and Mr. Paul Manning's leadership role. In addition, for fiscal 2014 and 2015, his potential annual cash incentive award was 85% of base salary at "target" performance, which was somewhat below potential awards of other companies based on the Comparable Company Data. For 2014 and 2015 the target awards were based on a weighted average of the Company's achievement of three performance goals – local currency adjusted earnings per share, adjusted gross profit as a percentage of revenue and adjusted cash flow.

Sensient granted Mr. Paul Manning 20,500 shares of time-based vesting restricted stock and 20,500 performance stock units in 2013, 33,600 performance stock units in 2014 and 35,400 performance stock units in 2015. The award for each year was based on Mr. Manning's performance with respect to the year in which the award was granted in accordance with the evaluation described above. The criteria for equity compensation awards are discussed in the subsection above entitled "Equity Awards."

For 2015 Mr. Manning also participated in the Company benefit plans available to other executive officers, including the SERP, the supplemental benefit plan and the deferred compensation plan. Mr. Manning's participation in these retirement plans was on the same basis as other executive officers of the Company.

Sensient's Chief Executive Officer typically receives a higher salary, a higher potential bonus and larger equity awards than our other executive officers, which is typical of companies included in the Comparable Company Data.

#### Change of Control Agreements

The Company maintains change of control agreements with all of its elected executive officers, including the named executive officers. These agreements are customary in Sensient's industry and help to attract and retain key executives in the event of a change of control. These agreements are not employment agreements and have no effect unless there is a change of control. For these purposes, a "change of control" ordinarily occurs if a person acquired 30% or more of Sensient's common stock, a majority of Sensient's Board consists of persons other than those nominated by the Board, or Sensient is a party to a merger, consolidation or sale of assets, or acquires the assets of another entity and Sensient's owners have less than 50% of the Common Stock and voting power of the resulting entity.

Each of these agreements provides that in the event of a change of control, the Company will continue to employ the executive for a period of three years following the date of such change of control. During this period, the executive will receive as compensation a base salary, subject to annual adjustment, bonus awards in accordance with past practice and all other customary benefits in effect as of the date of the change of control. Each agreement can be terminated upon 30 days' notice by the Company in the event of the executive's disability. The agreements can also be terminated by the Company for "cause" and by the executive for "good reason." (See "Potential Payments Upon Termination or Change of Control" below for a description of "cause" and "good reason" as used in the agreement.) If terminated by the Company other than for cause or disability, or by the executive for good reason, the Company will pay the executive an amount equal to the sum of (i) accrued unpaid deferred compensation and vacation pay and (ii) three times the sum of the executive's base salary plus the greater of the highest annual bonus (x) for the last five years or (y) since reaching age 50. The executive will also be entitled to coverage under existing benefit plans and benefits for three years and a payment equal to the vested amounts plus a payment equal to three additional years of employer contributions under Sensient's retirement and deferred compensation plans, which generally provide for full vesting if a change of control occurs. The circumstances under which employment may cease generally are a termination of the employee without cause within three years after an acquisition or an employee choosing to leave for a specified good reason within that period. If terminated for cause, the Company will pay the executive his annual base salary through

termination. If the executive's employment is terminated by reason of death or disability, the Company will pay certain accrued obligations and other customary death or disability benefits. See "Tax Aspects of Executive Compensation" below. The Compensation Committee believes that these change of control benefits, as revised, are important for attracting and retaining executive talent and help to ensure that executive officers can remain focused during periods of uncertainty, and that protecting the executives in this way serves Sensient's long-term best interests and the long-term best interests of shareholders. Sensient has established a so-called "Rabbi Trust" for the payments of the Company's obligations in the event of a change of control. As noted above, the Company also has an employment agreement with Mr. Paul Manning. This agreement includes significant obligations upon early termination of employment (regardless of a change of control) without "cause" as defined therein and as described in the table below.

## Tax Aspects of Executive Compensation

Section 162(m) of the Internal Revenue Code generally limits the corporate tax deduction for compensation paid to certain executive officers that is not “performance based” to \$1 million annually per executive officer. Sensient’s stock plans have been designed so that outstanding stock option awards granted to the covered individuals meet Section 162(m) requirements for performance-based compensation. However, the Company has previously noted that there may be instances in which the Company determines that it cannot structure compensation to comply with these requirements and that, in those instances, the Compensation Committee may elect to structure elements of compensation to accomplish business objectives that are in the best interests of the Company and its shareholders, even though doing so may reduce the amount of Sensient’s tax deduction for the compensation.

Other provisions of the Internal Revenue Code also can affect the decisions that Sensient makes. Under Section 280G of the Internal Revenue Code, a 20% excise tax is imposed upon executive officers who receive “excess” payments upon a change in control of a public corporation to the extent the payments received by them exceed an amount approximating three times their average annual compensation. The excise tax applies to all payments over annual compensation, determined by a five-year average. A company also loses its tax deduction for “excess” payments. Sensient’s change of control employment and severance agreements do not provide for tax gross-ups. See “Compensation Objectives and Philosophy” above.

In addition, the Internal Revenue Code imposes a surtax under Section 409A of the Internal Revenue Code under certain circumstances when deferred compensation is paid to current or former executive officers of publicly-held corporations. We have structured our benefit plans and agreements to comply with Section 409A of the Internal Revenue Code in order to avoid any adverse tax consequences on the Company or its executive officers as a result of the surtax under Section 409A.

## Executive Compensation Tables (2013, 2014 and 2015)

## Summary

The tables below summarize compensation to the Company's Chief Executive Officer, Chief Financial Officer and next three most highly compensated executive officers who were serving in those positions at the end of 2015 and former Chief Financial Officer who served until his retirement on February 6, 2015.

## SUMMARY COMPENSATION TABLE

Name and Principal Position(1)	Year	Salary (\$)(3)	Bonus (\$)	Stock Awards (\$)(4)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)(5)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)(6)	All Other Compensation (\$)(7)(8)	Total (\$)
Paul Manning President and Chief Executive Officer	2015	\$840,000	-	\$ 2,300,646	-	\$ 714,000	\$ -	\$ 137,612	\$3,992,258
	2014	800,000	-	2,001,216	-	1,360,000	3,751,000	86,854	7,999,070
	2013	457,700	-	1,990,550	-	595,010	-	141,593	3,184,853
Richard F. Hobbs Former Chief Financial Officer	2015	125,280	-	-	-	38,636	90,000	48,622	302,538
	2014	554,000	-	1,447,308	-	720,200	775,000	76,266	3,572,774
	2013	537,900	-	1,446,790	-	699,270	-	97,863	2,781,823
John L. Hammond Senior Vice President, General Counsel and Secretary	2015	407,262	-	1,104,830	-	264,720	64,000	59,736	1,900,548
	2014	395,400	-	1,101,860	-	514,020	554,000	58,405	2,623,685
	2013	383,900	-	1,097,230	-	499,070	-	66,634	2,046,834
Stephen J. Rolfs Senior Vice President and Chief Financial Officer	2015	419,430	-	903,361	-	272,630	119,000	62,620	1,777,041
	2014	381,300	-	905,312	-	495,690	506,000	59,568	2,347,870
	2013	366,300	-	835,060	-	476,190	-	72,157	1,749,707
Michael C. Geraghty President, Color Group	2015	373,390	-	454,930	-	92,140	129,000	48,724	1,098,184
	2014	355,610	-	470,524	-	276,469	1,575,000	37,699	2,715,302
	2013	325,740	-	466,080	-	230,726	-	41,666	1,064,212

Robert Wilkins(2)	2015	287,516	-	402,938	-	127,657	37,000	70,502	925,613
President, Asia	2014	313,929	-	500,304	-	290,402	2,115,000	95,199	3,314,834
Pacific Group	2013	351,444	-	553,470	-	409,826	-	106,919	1,421,659

The positions listed in the table above are as of December 31, 2015. Mr. Hobbs retired as Chief Financial Officer (1) on February 6, 2015 and the Board appointed Mr. Rolfs as Senior Vice President and Chief Financial Officer on February 7, 2015.

Mr. Wilkins is an Australia based employee and the amounts listed above listed under the columns entitled “Salary,” “Non-Equity Incentive Plan Compensation” and “All Other Compensation” are delivered in Australian dollars. In (2) calculating the U.S. dollar equivalent for items that are not denominated in U.S. dollars, the Company converts each payment into U.S. dollars based on an average exchange rate for the applicable year.

(3) Includes amounts paid to Mr. Hobbs in 2015 and to Mr. Wilkins in 2013 and 2015 for accrued and unused vacation, and amounts paid to Mr. Geraghty in each year for accrued and unused paid time off.



The amounts in the table reflect the grant date fair value of stock awards to the named executive officer. Accounting Standards Codification (“ASC”) 718 requires recognition of compensation expense over the vesting period (or until retirement age) for stock awards granted to employees based on the estimated fair market value of the equity awards at the time of grant. The ultimate values of the stock awards to the executives generally will depend on the future market price of Sensient’s common stock, which cannot be forecasted with reasonable accuracy. With respect to performance stock units, the amounts in the table are based on the target number of awards. The value of the awards at the grant date if the maximum level of performance conditions were to be achieved under the performance stock units in 2015, 2014 and 2013, respectively, is as follows: Mr. Paul Manning — \$3,450,969, \$3,001,824 and \$2,488,188; Mr. Hobbs — \$-, \$2,170,962 and \$1,808,488; Mr. Hammond — \$1,657,245, \$1,652,790 and \$1,371,538; Mr. Rolfs — \$1,355,042, \$1,357,968 and \$1,043,825; Mr. Geraghty — \$682,395, \$705,786 and \$582,600; and Mr. Wilkins — \$604,407, \$750,456 and \$691,838. Due to Mr. Hobbs’ retirement in February 2015, his 2014 performance stock units will be prorated based his service during one month of the thirty six month performance period. The prorated value of Mr. Hobbs’ 2014 performance stock units is \$40,203 based on the target number of awards and \$60,305 if the maximum level of performance conditions were to be achieved. Based on 2014-2015 performance, each named executive officer received 45% of the 2013 performance stock unit award. The value of the 2013 awards at the grant date at the actual level of 2014-2015 performance conditions achieved under the 2013 performance stock units is as follows: Mr. Paul Manning — \$1,443,149; Mr. Hobbs — \$1,048,923; Mr. Hammond — \$795,492; Mr. Rolfs — \$605,419; Mr. Geraghty — \$337,908; and Mr. Wilkins — \$401,266.

Amounts shown represent the amounts earned under the Company’s annual management incentive plans with respect to the years indicated. The targets for each year were set in December of the preceding year. The amounts paid to these officers under the management incentive plans with respect to 2015 and 2014 were based upon a weighted average of achievement of targeted levels of local currency earnings per share (50% weight), gross profit as a percentage of revenue (30% weight) and adjusted cash flow (20% weight) subject to a limit on aggregate incentive compensation for each executive. Amounts paid with respect to 2013 were based primarily upon achievement of a targeted level of earnings per share, and also supplementally included specified improvements in cash flow, return on invested capital and gross profit as a percentage of revenue, subject to a limit on aggregate incentive compensation for each executive. See “Components of Executive Compensation and Benefits Program — Annual Incentive Plan Awards” above.

Represents the increase in the actuarial present value of pension benefits during the specified fiscal year and the above market earnings on nonqualified deferred compensation. For the continuing participants collectively, most of the change in pension values for 2014 and 2015 was a result of decreases in long-term federal interest rates. The change in pension values for 2014 for Mr. Paul Manning was also a result of his promotion to President and Chief Executive Officer in 2014. The requirements for the calculation assume that vesting will occur and the calculation produces large numbers in the first year of participation and in a year with a significant increase in compensation even though he would not be eligible for any retirement benefit until 2030. The changes in pension value for 2014 for Messrs. Geraghty and Wilkins was a result of their first year of participation. This benefit will not increase as a result of compensation increases after 2015 (after 2016 for Mr. Rolfs) because the SERP was frozen by the Board in 2014. See the “Pension Benefits” and “Nonqualified Deferred Compensation” tables below for further discussion regarding Sensient’s pension and deferred compensation plans.

Includes Company contributions under certain benefit plans and other arrangements for the named executive officers. These contributions are set forth in the following table. The Company's ESOP and Savings Plan are tax-qualified plans subject to government imposed annual limitations on contributions. The Company's Supplemental Benefits Plan, which is a non-tax-qualified plan, replaces benefits which cannot be provided by the tax-qualified ESOP and Savings Plan because of these annual limitations. The amounts shown in the table below as contributed to the ESOP and Savings Plan which exceed the applicable annual limits were contributed to the (7) Supplemental Benefits Plan. Non-U.S. employees (such as Mr. Wilkins) maintain the retirement benefits from their home country. The Company's contribution to Mr. Wilkins' superannuation fund, a portable defined contribution plan similar to an individual retirement account, is made in lieu of his participation in the ESOP and Savings Plan. The superannuation fund is not sponsored by the Company, however, the Company is required by Australian law to make an annual contribution in an amount equal to 9.5% of Mr. Wilkins' annual base salary and award to the superannuation fund. The amounts related to retirement plan benefits listed under the column entitled "All Other Compensation" in the "Summary Compensation Table" above are listed in the table below:

## Retirement Plan Benefits

Name	Year	ESOP	Savings Plan	Superannuation Fund	Total
P. Manning	2015	\$22,000	\$88,000	\$ -	\$110,000
	2014	13,950	55,800	-	69,750
	2013	8,473	33,892	-	42,365
R. F. Hobbs	2015	8,455	33,819	-	42,274
	2014	12,533	50,131	-	62,664
	2013	10,640	42,561	-	53,201
J. L. Hammond	2015	9,213	36,851	-	46,064
	2014	8,945	35,779	-	44,724
	2013	7,594	30,376	-	37,970
S. J. Rolfs	2015	9,151	36,605	-	45,756
	2014	8,575	34,300	-	42,875
	2013	7,211	28,846	-	36,057
M. C. Geraghty	2015	6,499	25,994	-	32,493
	2014	5,863	23,453	-	29,316
	2013	4,992	19,968	-	24,960
R. Wilkins	2015	-	-	32,944	32,944
	2014	-	-	50,136	50,136
	2013	-	-	58,669	58,669

Includes non-retirement plan benefits. The non-retirement plan benefits include financial planning, personal use of Company automobiles, an executive physical, reimbursement of club membership dues and expenses, and with respect to Mr. Paul Manning, executive relocation assistance. For 2014 and 2015, the named executive officers did (8) not receive any tax gross-ups related to various other benefits. For 2013, the named executive officers received tax gross-ups related to various other benefits, including the use of leased automobiles and financial planning services. The amounts listed under the column entitled "All Other Compensation" in the "Summary Compensation Table" related to non-retirement plan benefits are listed in the table below:

## Non-Retirement Plan Benefits

Name	Year	Financial	Automobile	Executive	Relocation	Club	Tax	Total
		Planning		Physical			Gross-Up	
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
P. Manning	2015	\$ 2,525	\$ 15,469	\$ -	\$ -	\$9,618	\$ -	\$27,612
	2014	2,500	14,604	-	-	-	-	17,104
	2013	537	14,853	2,379	44,488	-	36,971	99,228
R. F. Hobbs	2015	3,195	3,153	-	-	-	-	6,348
	2014	2,575	10,677	350	-	-	-	13,602
	2013	2,745	18,524	20	-	450	22,923	44,662
J. L. Hammond	2015	2,150	11,522	-	-	-	-	13,672
	2014	2,190	11,292	199	-	-	-	13,681
	2013	2,460	11,217	623	-	-	14,364	28,664
S. J. Rolfs	2015	3,325	13,284	255	-	-	-	16,864
	2014	3,325	13,368	-	-	-	-	16,693
	2013	3,325	13,274	2,502	-	-	16,999	36,100
M. C. Geraghty	2015	2,520	13,711	-	-	-	-	16,231
	2014	-	8,383	-	-	-	-	8,383
	2013	-	8,528	-	-	-	8,178	16,706
R. Wilkins	2015	-	37,558	-	-	-	-	37,558
	2014	-	45,063	-	-	-	-	45,063
	2013	-	48,250	-	-	-	-	48,250

## Grants of Plan-Based Awards

Sensient provides incentive compensation to employees through its annual management incentive plans and its stock plans. The annual management incentive plans for elected officers provide annual cash payments to executives based upon achieving overall Company performance goals. The stock plans authorize the Compensation Committee to grant restricted stock and performance stock units to key employees. The Company has not granted stock options in recent years. The Committee makes annual decisions, typically in December of each year, regarding appropriate equity-based awards for each executive primarily based upon the Company's financial performance and the executives' levels of responsibilities. See "Components of Executive Compensation and Benefits Programs — Annual Incentive Plan Awards" and "Components of Executive Compensation and Benefits Programs — Equity Awards" above for descriptions of our annual management incentive plans and stock plans.

## INCENTIVE PLAN AWARDS

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Underlying Options	Exercise or Grant Date	Fair Value of Stock and Option Awards
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
P. Manning	12/3/15	\$178,500	\$743,750	\$1,487,500	0	35,400	53,100	-	-	\$ -	\$2,300,646
R. F. Hobbs	-	-	-	-	-	-	-	-	-	-	-
J. L. Hammond	12/3/15	65,439	272,662	545,324	0	17,000	25,500	-	-	-	1,104,830
S. J. Rolf	12/3/15	68,640	286,000	572,000	0	13,900	20,850	-	-	-	903,361
M. C. Geraghty	12/3/15	57,150	238,124	476,249	0	7,000	10,500	-	-	-	454,930
R. Wilkins	12/3/15	39,961	166,506	333,012	0	6,200	9,300	-	-	-	402,938

(1) These are awards authorized by the Compensation Committee on December 3, 2015, under the annual cash-based management incentive plans which provide for incentive payments conditioned upon the Company's performance in 2016. The annual management incentive plans provide annual cash payments to executives based upon a weighted average of achieving overall Company local currency adjusted earnings per share (60% weight), adjusted gross profit as a percentage of revenue (20% weight) and adjusted cash flow (20% weight) goals as described above. These threshold, target and maximum amounts are all based on a percentage of 2016 salary assuming each named executive officer continues to be employed by Sensient through December 31, 2016. As noted above, Mr. Hobbs retired as Chief Financial Officer on February 6, 2015.

(2) These are awards authorized by the Compensation Committee on December 3, 2015, under the Company's 2007 Stock Plan which provide for incentive payments conditioned upon the Company's performance over the 2016-2018 three-year period. These awards consist of performance stock units granted to the named executive officers, which become earned and vest after satisfaction of a weighted average of achieving two separate performance metrics consisting of (a) overall Company adjusted EBIT growth (70% weight) and (b) adjusted return on invested capital (30% weight).

(3) The grant date fair value of each portion of the equity-based awards equaled the closing market price of our Common Stock on the December 3, 2015 grant date multiplied by the number of performance stock units (with each such unit representing one share of Common Stock) which number of units being equal to the number of shares of restricted stock issuable assuming achievement of the target performance criteria underlying the award.

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END (2015)

Name	Grant Date	Option Awards(1)				Stock Awards(2)	
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)(3)	Option Expiration Date(4)	Equity Incentive Plan Awards: Number of Unearned Shares, or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, or Rights That Have Not Vested (\$)
P. Manning	12/8/11	-	-	-	-	18,000 <sup>(5)</sup>	\$1,130,760
	12/6/12	-	-	-	-	25,000 <sup>(5)</sup>	1,570,500
	12/5/13	-	-	-	-	41,000 <sup>(6)</sup>	2,575,620
	12/4/14	-	-	-	-	33,600 <sup>(7)</sup>	2,110,752
	12/3/15	-	-	-	-	35,400 <sup>(7)</sup>	2,223,828
							\$9,611,460
R. F. Hobbs	12/5/13	-	-	-	-	14,900 <sup>(7)</sup>	\$936,018
	12/4/14	-	-	-	-	24,300 <sup>(7)</sup>	1,526,526
							\$2,462,544
J. L. Hammond	12/5/13	-	-	-	-	11,300 <sup>(7)</sup>	\$709,866
	12/4/14	-	-	-	-	18,500 <sup>(7)</sup>	1,162,170
	12/3/15	-	-	-	-	17,000 <sup>(7)</sup>	1,067,940
							\$2,939,976
S. J. Rolfs	12/7/06	2,125	-	\$ 24.15	12/7/16	-	-
	12/8/11	-	-	-	-	17,000 <sup>(5)</sup>	\$1,067,940
	12/6/12	-	-	-	-	22,000 <sup>(5)</sup>	1,382,040
	12/5/13	-	-	-	-	17,200 <sup>(6)</sup>	1,080,504
	12/4/14	-	-	-	-	15,200 <sup>(7)</sup>	954,864
	12/3/15	-	-	-	-	13,900 <sup>(7)</sup>	873,198
							\$5,358,546
M. C. Geraghty	2/2/12	-	-	-	-	500 <sup>(5)</sup>	\$31,410
	12/6/12	-	-	-	-	10,000 <sup>(5)</sup>	628,200
	12/5/13	-	-	-	-	9,600 <sup>(6)</sup>	603,072
	12/4/14	-	-	-	-	7,900 <sup>(7)</sup>	496,278
	12/3/15	-	-	-	-	7,000 <sup>(7)</sup>	439,740

							\$2,198,700
R. Wilkins	2/10/06	1,000	-	\$ 19.03	2/10/16	-	-
	2/8/07	5,000	-	\$ 24.45	2/8/17	-	-
	12/8/11	-	-	-	-	15,000 <sup>(5)</sup>	\$942,300
	12/6/12	-	-	-	-	15,000 <sup>(5)</sup>	942,300
	12/5/13	-	-	-	-	11,400 <sup>(6)</sup>	716,148
	12/4/14	-	-	-	-	8,400 <sup>(7)</sup>	527,688
	12/3/15	-	-	-	-	6,200 <sup>(7)</sup>	389,484
							\$3,517,920

- (1) All outstanding options have an exercise price equal to the market price on the date of grant and vested in increments of one-third of the total grant on each of the first, second and third anniversaries of the date of grant.
- (2) The value indicated in the table of the restricted stock owned at the end of the Company's last fiscal year is based on the \$62.82 per share closing price of a share Common Stock on December 31, 2015.
- (3) The exercise price of options generally may be paid in cash or its equivalent, by delivering previously issued shares of Common Stock, or any combination thereof.

- (4) Although the options expire on the dates indicated, by agreement any unexercised options will terminate three years after retirement (if earlier than the stated expiration date).

These awards consisted of 100% time-vesting restricted stock. Except as described elsewhere in this proxy statement, restricted stock awarded before 2013 vests after completion of five years of service with the Company following the grant date and restricted stock awarded during 2013 vests after completion of three years of service with the Company following the grant date, or, in each case, earlier in the event of an executive's retirement at age 65 or greater.

(6) These awards consisted of 50% time-vesting restricted stock and 50% performance stock units (assuming target levels of performance). These performance stock units are eligible to vest at 45% of the target award amount based upon the Company's achievement of certain performance criteria based on EBIT growth and return on invested capital during a two year performance period. With respect to Messrs. Hammond and Hobbs, these performance stock units vested at 45% of the target awards on an accelerated basis on February 4, 2016 due to their retirement eligibility and earlier retirement, respectively. With respect to Messrs. Paul Manning, Rolfs, Geraghty and Wilkins, these performance stock units will vest at 45% of the target awards on the third anniversary of the original grant date, subject to certain continued employment conditions.

(7) These awards consisted of 100% performance stock units (assuming target levels of performance). These performance stock units are eligible to vest based upon the Company's achievement of certain performance criteria based on EBIT growth and return on invested capital during a three year performance period. The actual number of shares earned will be determined and vest following the three year performance period.



## OPTION EXERCISES AND STOCK VESTED (2015)

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)(1)	Value Realized on Exercise (\$)(1)	Number of Shares Acquired on Vesting (#)(2)	Value Realized on Vesting (\$)(2)
P. Manning	-	\$-	16,500	\$1,050,585
R. F. Hobbs	-	-	-	-
J. L. Hammond	-	-	-	-
S. J. Rolf	9,000	424,980	14,000	893,480
M. C. Geraghty	-	-	-	-
R. Wilkins	1,000	37,130	12,000	765,840

The number of shares acquired on exercise relates to the exercise of stock options by the named executive officers.

(1) The value received upon exercise is based upon the difference between the value of Common Stock on the exercise date and the exercise price for the stock options.

Except as described elsewhere in this proxy statement, restricted stock vests after completion of five years of (2) service with the Company, or earlier in the event of an executive's retirement at age 65 or greater. The value realized on vesting of restricted stock is the value of Common Stock on the vesting date.

## Defined Benefit Plans

## Sensient Technologies Pension Benefits

Non-U.S. employees (such as Mr. Wilkins) maintain the retirement benefits from their home country. Sensient does not provide any defined benefit pension plans for the named executive officers other than the Supplemental Executive Retirement Plan described below.

## Supplemental Executive Retirement Plan

Historically Sensient offered a SERP to selected Sensient officers and key employees which provides a non-qualified supplemental executive retirement benefit. As described below, in 2014 Sensient closed the SERP to new participants and froze the benefits payable to existing participants.

Following the enactment of Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), the SERP was amended to comply with the Section 409A requirements and to permit the SERP to make payments to satisfy FICA and other tax obligations prior to retirement. Generally, participants contribute to the SERP, in each year until death or retirement, an amount equivalent to a term insurance premium applicable to a life insurance benefit of two times the participant's base salary in effect on the date of acceptance into the plan, unless all amounts were previously paid under a predecessor plan. A pre-retirement survivor income benefit equal to between 30% and 45% of the sum of base salary and 100% (50% for certain officers) of the highest annual cash incentive award paid since reaching a specified age for the participating named executive officers, payable for 20 years, is available to designated beneficiaries if the participant dies prior to retirement. Other than instances of death or disability, participants are not vested and are not eligible for any benefit until they reach a defined retirement age which is stated in terms of age and

years of service. Generally, participants are not eligible for a full benefit until age 62 and no benefits are vested prior to age 55. At the time of retirement, the participating named executive officer may continue the survivor income benefit or receive a supplemental retirement income benefit equal to between 30% and 45% of the sum of base salary and 100% (50% for certain officers) of the highest annual cash incentive award since reaching a specified age for the participating named executive officers, for 20 years, or an actuarially equivalent joint and survivor benefit. A participant may receive his retirement income benefit as a lump sum distribution by making an advance election. In the event of a change of control, lump sum distributions are required. The benefit obligations under the SERP are funded under Rabbi Trust B described below. All of the named executive officers now participate in the SERP. Mr. Paul Manning began participating in SERP on January 1, 2012. Under their respective agreements under the SERP, each of the participating named executive officers is entitled to 20 years of benefits, and the applicable percentages of pre-retirement survivor income benefits and supplemental retirement income benefits for the participating named executive officers are 35% for Messrs. Hobbs, Hammond and Paul Manning and 30% for Messrs. Rolfs, Geraghty and Wilkins. The named executive officers also participate in the supplemental benefit plans described under “Nonqualified Deferred Compensation” below. The supplemental benefit plans are non-qualified excess benefit and supplemental retirement plans as described in Sections 3(36) and 201(2) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

The SERP was frozen effective December 31, 2016, with respect to Mr. Rolfs, and December 31, 2015, with respect to all other SERP participants, and, as a result, no further benefits will accrue under the SERP for any named executive officer after the applicable freeze date. Although no additional benefits accrue under the SERP for any compensation or service after the freeze date, the actuarial present value of these frozen future benefits will increase by a nominal amount each year primarily because the executive officer will be one year closer to retirement age. These future nominal increases in actuarial present value due to the passage of time will be listed under the column entitled "Change in Pension Value and Nonqualified Deferred Compensation Earnings" in the "Summary Compensation Table."

## PENSION BENEFITS (Year-end 2015)

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)(1)	Payments During Last Fiscal Year (\$)
P. Manning	SERP	6	\$ 5,445,000	\$-
R. F. Hobbs	SERP	42	-	6,761,503
J. L. Hammond	SERP	18	4,815,000	10,309
S. J. Rolfs	SERP	18	2,253,000	-
M. C. Geraghty	SERP	4	1,704,000	-
R. Wilkins	SERP	12	2,152,000	-

(1) All benefits for Messrs. Hobbs and Hammond had vested at year end; benefits for Messrs. Paul Manning, Rolfs, Geraghty and Wilkins had not yet vested.

## Nonqualified Deferred Compensation

Eligible executives of the Company are entitled to defer up to 25% of their annual salary under the executive income deferral plan. Amounts deferred earn interest at the average interest rate on AAA rated corporate bonds and are payable upon retirement or over a 15 year period, unless the executive elects to receive an actuarially equivalent joint and survivor benefit, reduced by up to 20% depending upon the executive's age at retirement. The Company also has a supplemental benefit plan which includes the supplemental ESOP benefit plan and the supplemental savings plan to replace benefits which cannot be allocated to the executives in the tax-qualified ESOP and savings plan because of government imposed annual limitations. Each of these plans are nonqualified excess benefit and supplemental retirement plans as described in Sections 3(36) and 201(2) of the ERISA. Information for each of the named executive officers is set forth below relating to nonqualified deferred compensation.

## NONQUALIFIED DEFERRED COMPENSATION

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)(1)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$)
P. Manning	\$ -	\$ 56,751	\$ 1,593	\$-	\$ 142,335
R. F. Hobbs	-	49,664	3,448	445,739	-
J. L. Hammond	-	31,724	11,031	-	295,940
S. J. Rolfs	-	29,875	-	-	227,562
M. C. Geraghty	-	16,317	330	-	36,780
R. Wilkins	-	-	-	-	-

(1) The amount included in this column for each named executive officer is included in such named executive officer's compensation set forth in the "Summary Compensation Table" above.

The Company has established three so-called "Rabbi Trusts" by entering into trust agreements with a trustee to assure the satisfaction of the obligations of the Company under various plans and agreements to make deferred and other payments to certain of its past, present and future executives and directors, including the named executive officers. Rabbi Trust A requires the Company to deposit assets into ("fund") the Trust in the event of a "Potential Change of Control" (as defined therein) in an amount sufficient to satisfy the Company's expenses and obligations to Mr. Paul Manning, the other named executive officers, and other executive officers under the Change of Control Employment and Severance Agreements with those individuals (except to the extent that those obligations consist of benefits covered by Rabbi Trust B). Rabbi Trust A is currently not funded except with a nominal amount of assets, and is currently revocable but will become irrevocable once it is funded. The Board may elect to fund Rabbi Trust A in whole or in part prior to the occurrence of a Potential Change of Control. Rabbi Trust B was created to fund the Company's expenses and obligations under various employee benefit plans, including four plans in which the named executive officers may participate: the SERP, the supplemental benefits plan, and the executive and management income deferral plans. The Company makes annual contributions to Rabbi Trust B, which held approximately \$57 million of assets as of December 31, 2015. Rabbi Trust B is irrevocable. Rabbi Trust C was created to assure that payments to non-employee directors under the director retirement and deferred compensation plans described under "Director Compensation and Benefits" will not be improperly withheld. Rabbi Trust C is currently funded with a nominal amount, and is also funded from time to time as payouts are made under these plans, although the Company may elect to fund it at any time. Rabbi Trust C is irrevocable. Each of the Rabbi Trusts will terminate upon the earlier of the exhaustion of the trust corpus or the final payment to the directors or executives pursuant to the respective plans and agreements covered thereby, and any remaining assets will be paid to the Company.



## Potential Payments Upon Termination or Change of Control

Employment Agreement. As noted above, the Company has an employment agreement with Mr. Paul Manning, the Company's Chief Executive Officer. Pursuant to the terms of this employment agreement, Mr. Paul Manning serves as the Company's President and Chief Executive Officer. The initial term of this employment agreement is for a period of three years, ending on February 1, 2017 (the "Term"), and shall be renewable by mutual agreement. This employment agreement may be terminated with or without cause, by the Company or by Mr. Paul Manning, subject to the rights and obligations contained therein. During the Term, Mr. Paul Manning will receive an initial annual base salary of \$800,000 and such salary shall be reviewed annually by the Compensation Committee based on Mr. Paul Manning's performance and the Company's compensation policies. In addition, Mr. Paul Manning will be eligible for an annual incentive bonus, payable in cash and/or equity, based on criteria determined by the Compensation Committee and shall receive benefits consistent with those received by other executive officers of the Company. For purposes of the agreement, "cause" means conviction of an act of fraud, theft or embezzlement or of other acts of dishonesty, gross misconduct, willful disclosure of trade secrets, gross dereliction of duty or other grave misconduct which is substantially injurious to Sensient, and "good reason" for Mr. Paul Manning to resign would exist if Sensient reduced his base salary, assigned him inconsistent duties, reduced his powers or functions, transferred him outside of Milwaukee or otherwise materially breached the agreement.

The Company does not have employment contracts with its other executive officers (it does have contracts effective upon a change of control, as described below).

The following table describes the potential payments to Mr. Paul Manning upon a hypothetical termination without cause on December 31, 2015. The actual amounts that may be paid upon such a termination can only be determined if it actually occurs.

## Illustration of Employment Agreement Termination

Termination Benefits (3 x base salary & bonus)	Health and Other Benefit Plans (3 x annual benefits)	SERP (3 years' service & age credit)	Total
\$6,600,000	\$124,802	\$11,815,439	\$18,540,241

Change of Control Agreements. In the event of a change of control of the Company, Mr. Paul Manning's employment contract would be superseded by a Change of Control Employment and Severance Agreement as described above. The Company also has change of control agreements with certain of its executive officers (including each of the named executive officers other than Mr. Hobbs whose Change of Control Employment and Severance Agreement terminated as of February 6, 2015, in connection with his retirement). See "Change of Control Agreements" above for further information about these agreements.

The following table describes the potential payments upon a hypothetical change of control of Sensient on December 31, 2015 (and accordingly the table below does not include Mr. Hobbs due to his earlier retirement), followed by a qualifying severance where applicable. The actual amounts that may be paid upon such a change of control can only be determined if it actually occurs.

Executive	Severance Amount(1)	Pension Enhancement(2)	Value of Restricted Stock and/or Performance Stock Units That Vest Early(3)	Estimated Income Tax Gross-Up and Employee Benefits(4)	Estimated Excise Taxes, Grossed-Up For Other Taxes Thereon(4)	Total Estimated Payments
P. Manning	\$6,600,000	\$ 12,024,689	\$ 9,611,460	\$ 124,802	-	\$28,360,951
J. L. Hammond	2,763,846	134,172	2,939,976	86,017	-	5,924,011
S. J. Rolfs	2,745,360	3,295,064	5,358,546	94,826	-	11,493,796
M. C. Geraghty	1,928,442	2,410,742	2,198,700	93,693	-	6,631,577
R. Wilkins	1,770,251	2,086,705	3,517,920	111,475	-	7,486,351

(1) The severance amount is calculated as three times the sum of the executive's base salary plus the highest annual bonus for the last five years or since reaching age 50, whichever is greater.

(2) The pension enhancement is calculated based on the value of three additional years of employer contributions under Sensient's benefit plans. The pension enhancement also includes calculation of the SERP benefits using the 2016 salary and the highest bonus paid as of December 31, 2015.

(3) Performance stock units awarded in 2013 are subject to accelerated vesting at target performance levels upon a change of control during the two-year performance period and performance stock units awarded in 2014 and 2015 are subject to accelerated vesting at target performance levels upon a change of control during the three-year performance period.

(4) None of the Company's change of control agreements provide for a tax gross-up of the related benefits.

## EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information as of December 31, 2015, with respect to compensation plans under which equity securities of the Company are authorized for issuance.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by the Company's shareholders	45,167	(1) \$ 24.8425	1,353,317 (2)
Equity compensation plans not approved by the Company's shareholders	-	-	-
<b>Total</b>	<b>45,167</b>	<b>(1) \$ 24.8425</b>	<b>1,353,317 (2)</b>

(1) Excludes deferred shares, which have no exercise price.

Includes the following as of December 31, 2015: (i) up to 1,052,035 shares of restricted stock and performance stock units that may be issued under the Company's 2007 Stock Plan; and (ii) up to 200,000 shares of deferred (2) stock issuable under the 1999 Amended and Restated Directors Deferred Compensation Plan; and (iii) up to 101,282 shares that may be issued in the form of restricted stock under the Company's 2012 Non-Employee Directors Stock Plan.

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors to file initial reports of beneficial ownership (on Form 3) and reports of changes in beneficial ownership (primarily on Form 4 or in limited instances on Form 5) with the SEC and the New York Stock Exchange. SEC regulations require officers and directors to furnish the Company with copies of all Section 16(a) forms they file. Based solely on a review of the copies of such forms furnished to the Company, and upon certifications from reporting persons who did not file year-end reports on Form 5 that no such reports were required, the Company believes that during the year ended December 31, 2015, all of its officers and directors complied with the Section 16(a) filing requirements.

## TRANSACTIONS WITH RELATED PERSONS



The Company's Code of Conduct provides that, except with the prior knowledge and consent of the Company, directors and employees are not permitted to have a financial interest in a supplier, competitor or customer of the Company because of the potential conflicts of interest raised by such transactions. There is a limited exception for ownership of securities of less than 5% of the stock of a private company or of a publicly traded corporation unless the investments are of a size as to have influence or control over the corporation. The Company's policies include no minimum size for this restriction on potential conflict of interest transactions. Actual or potential conflict of interest transactions or relationships are to be reported either to the Company's Senior Vice President and Chief Financial Officer or a member of the corporate legal department. Waivers or exceptions for executive officers or directors may be granted only in advance and under exceptional circumstances and only by the Board or an appropriate committee thereof. They are also subject to the Company's disclosure controls and procedures to ensure compliance with applicable law and exchange requirements.

Mr. Paul Manning (the Company's President and Chief Executive Officer) is the son of Mr. Kenneth Manning (the Company's Chairman of the Board). Mr. Paul Manning receives the compensation described herein and participates in Sensient's other executive and employee compensation programs on the same basis as other Company employees. In addition, Mr. John Manning (the Company's Vice President and Assistant General Counsel) is also the son of Mr. Kenneth Manning and the brother of Mr. Paul Manning. The employment arrangements of both Mr. Paul Manning and Mr. John Manning were carefully considered and approved in advance by the Audit Committee in accordance with the Code of Conduct.

There were no other transactions since the beginning of 2015, and there are no proposed transactions, in which the Company was or is to be a participant and the amount involved exceeds \$120,000 and in which (a) any director, executive officer, director nominee, or immediate family member of a director, executive officer or nominee, or (b) any holder of 5% or more of Common Stock or their immediate family members, had a direct or indirect material interest. See "Corporate Governance — Director Independence" above for a description of transactions between the Company and Sealed Air Corporation, of which Mr. Brown was, and Mr. Kenneth Manning is, a director.

## ITEM 2.

### ADVISORY (NONBINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION

Sensient's compensation policies and procedures are centered on a pay-for-performance philosophy, and we believe that they are strongly aligned with the long-term interests of our shareholders. Our compensation program is designed to attract, motivate, and retain the key executives who drive our success. Compensation that measures and rewards performance, and alignment of that compensation with the interests of long-term shareholders, are key principles of our compensation program design. Although we have made and will continue to make improvements to our compensation program from time to time, these key principles have been unchanged for many years.

We support the principle that our corporate governance policies, including our executive compensation program, should be responsive to shareholder concerns. This principle is embodied in a non-binding, advisory vote that gives you as a shareholder the opportunity to approve the compensation of our named executive officers as disclosed in this proxy statement, including, among other things, our executive compensation objectives, policies and procedures. We currently hold these non-binding, advisory votes to approve executive compensation annually, so after the Meeting the next vote will occur at the 2017 Annual Meeting of Shareholders. This vote is intended to provide an overall assessment of our executive compensation program rather than to focus on any specific item of compensation. The Compensation Committee, and the Board as a whole, value the opinions of our shareholders and intend to take the outcome of this vote into account when considering future executive compensation arrangements. However, because the vote is advisory, it will not directly affect any existing compensation awards of any of our executive officers, including our named executive officers.

As discussed in the "Compensation Discussion and Analysis" section, above, our executive compensation program is designed:

- to measure and reward performance from each of our executive officers and from the management team as a whole;
- to align Sensient's interests with the interests of executives and other employees through compensation programs that recognize individual contributions toward the achievement of corporate goals and objectives without encouraging unnecessary or unreasonable risks;
- to further link executive and shareholder interests through equity-based compensation and long-term stock ownership arrangements;



to recognize and reward an executive's performance in the furtherance of Sensient's goals and objectives without undertaking unnecessary or excessive risk; and

to attract and retain high caliber executive and employee talent.

The application of these principles and our executive compensation philosophy, policies and procedures have resulted in a corporate culture that recognizes and rewards individual and team performance without encouraging unnecessary or excessive risks. We align the interests of shareholders and executives by linking a substantial portion of compensation to the Company's performance. For example, approximately 70% of the average total 2015 compensation disclosed in the Summary Compensation Table for our named executive officers (excluding the increase in the value of retirement benefits and earnings on deferred compensation) consisted of either incentives that were subject to pre-established performance criteria or performance stock equity awards that are subject to future performance criteria. We have made and will continue to make improvements to our compensation program from time to time. The 2015 shareholder advisory vote showed strong shareholder support for our compensation program. In 2015, we awarded 100% performance stock equity awards under our annual equity award grants for executives, and we added two new independent directors to our Board. Additionally, the management succession occasioned by the recent retirements of Messrs. Kenneth Manning and Hobbs and certain compensation decisions made during 2013 and 2014 have resulted in lower compensation in 2014 and 2015 compared to the pay levels in prior years.

As described in the "2015 Highlights" section of our "Compensation Discussion and Analysis" section above, during 2015 our stock price increased from \$60.34 to \$62.82 per share, and adjusted earnings per share\* increased 1.0% to \$3.05, despite the unfavorable foreign currency impact of more than 7%. During 2015 we also increased our quarterly dividend to 27 cents per share and repurchased approximately 2.7 million shares of Common Stock. Through dividends and share repurchases, Sensient returned \$224.7 million of cash to our shareholders in 2015.

We encourage you to consider the detailed information provided in the "Compensation Discussion and Analysis" and in the Summary Compensation Table and the tables and other information that follow it. The Board and the Compensation Committee will review the advisory voting results and will take them into account in making future executive compensation decisions.

After reviewing the information provided above and in the other parts of this proxy statement, the Board asks you to approve the following advisory resolution:

RESOLVED, that Sensient's shareholders hereby approve, on an advisory, nonbinding basis, the compensation paid to Sensient's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion in this proxy statement.

This advisory vote will be approved if it receives the affirmative vote of a plurality of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote with respect to this proposal. Abstentions and broker non-votes will not affect the outcome of this proposal. If no voting specification is made on a properly returned and signed proxy card (excluding broker non-votes), the proxies named on the proxy card will vote "For" this resolution.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THIS PROPOSAL APPROVING THE COMPENSATION PAID TO SENSIENT'S NAMED EXECUTIVE OFFICERS AS DISCLOSED HEREIN.**

\* Adjusted earnings per share is a non-GAAP financial measure. See "Non-GAAP Financial Measures" under Item 7 of the Company's Annual Report on Form 10-K for information regarding this measure and a reconciliation to the most directly comparable GAAP measure.



ITEM 3.

RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

The Audit Committee, subject to shareholder ratification, has selected Ernst & Young LLP, certified public accountants, to audit the financial statements of the Company for the year ending December 31, 2016.

Although not required by law to submit the appointment to a vote by shareholders, the Audit Committee and the Board consider it appropriate, as a matter of policy, to request that the shareholders ratify the appointment of Ernst & Young LLP as independent auditors for 2016. Assuming that a quorum is present, the selection of Ernst & Young LLP will be deemed to have been ratified if more shares are voted in favor of ratification than are voted against ratification. Under Wisconsin law, any shares of Common Stock which are not voted on this matter at the Meeting (whether by abstention or otherwise) will have no effect on this matter. If the shareholders should not so ratify, the Audit Committee will reconsider the appointment.

Representatives of Ernst & Young LLP are expected to be present at the Meeting and will have an opportunity to make a statement if they desire to do so and to respond to appropriate shareholder questions.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2016. SHARES OF COMMON STOCK REPRESENTED AT THE MEETING BY EXECUTED BUT UNMARKED PROXIES WILL BE VOTED FOR THE RATIFICATION OF SUCH APPOINTMENT.

ITEM 4.

OTHER MATTERS

Company management knows of no business which will be presented for action at the Meeting other than those items identified in the accompanying Notice of Annual Meeting. Pursuant to the Company's Bylaws, written notice of any shareholder proposals to be presented at the Meeting must have been received by the Secretary no later than January 22, 2016. As no notice of any shareholder proposals was received, no business may be brought before the Meeting by any shareholders. If other matters are brought before the Meeting by the Board of Directors, it is intended that proxies will be voted at the Meeting in accordance with the judgment of the person or persons exercising the authority conferred by such proxies.

## FUTURE SHAREHOLDER PROPOSALS AND NOMINATIONS

The Company welcomes constructive comments or suggestions from its shareholders, both regarding its executive compensation program and regarding other corporate governance or business matters. In the event a shareholder desires to have a proposal formally considered at the 2017 Annual Meeting of Shareholders, which is expected to be held on April 27, 2017, and included in the proxy statement for that meeting, the proposal must be in writing and received by the Secretary of the Company on or before November 12, 2016, and must otherwise comply with the applicable rules of the SEC.

In addition, the Company's Bylaws establish procedures for shareholder nominations for election of directors of the Company and bringing business before any annual meeting of shareholders of the Company. Among other things, to bring business before an annual meeting or to nominate a person for election as a director at an annual meeting, a shareholder must give written notice to the Secretary of the Company not less than 90 days (and, in the case of nominations, not more than 120 days) prior to the third Thursday after the first Friday in the month of April next following the last annual meeting held. The notice must contain certain information about the proposed business or the nominee and the shareholder making the proposal as specified in the Bylaws. Nominations for election of directors must include a completed D&O questionnaire from the nominee and specified written affirmations and other materials as described in the Bylaws.

Under the Company's Bylaws, appropriate shareholder proposals, including shareholder nominations for election of directors of the Company, will be presented at the 2017 Annual Meeting of Shareholders without inclusion in the proxy materials if such proposals are received by the Company no later than January 27, 2017.

Any shareholder interested in making a nomination or proposal should request a copy of the applicable Bylaw provisions from the Secretary of the Company or obtain them from the Company's website ([www.sensient.com](http://www.sensient.com)), and send any such nomination or proposal to the Secretary of the Company at the Company's executive offices at 777 East Wisconsin Avenue, 11th Floor, Milwaukee, Wisconsin 53202.

**IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY. THEREFORE, SHAREHOLDERS ARE REQUESTED TO DATE, SIGN AND RETURN THE PROXY CARD OR VOTE BY PHONE OR BY INTERNET ACCORDING TO THE INSTRUCTIONS ON THE ENCLOSED PROXY CARD AS SOON AS POSSIBLE. IF YOUR SHARES ARE REGISTERED IN THE NAME OF A BROKER OR BANK, ONLY YOUR BROKER OR BANK CAN SUBMIT THE PROXY CARD ON YOUR BEHALF. PLEASE CONTACT THE PERSON RESPONSIBLE FOR YOUR ACCOUNT AND DIRECT HIM OR HER TO SUBMIT THE PROXY CARD ON YOUR BEHALF.**

UPON THE WRITTEN REQUEST OF ANY SHAREHOLDER, ADDRESSED TO THE SECRETARY OF THE COMPANY, THE COMPANY WILL PROVIDE TO SUCH SHAREHOLDER WITHOUT CHARGE A COPY OF THE COMPANY'S 2015 ANNUAL REPORT AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION AND THE EXHIBITS TO THE 2015 ANNUAL REPORT.

By Order of the Board of Directors

John L. Hammond  
Secretary

## Appendix A

### SENSIENT TECHNOLOGIES CORPORATION

#### DIRECTOR SELECTION CRITERIA

##### Business Background, Skills and Experience

In order to be considered as a potential or continuing member of the Board of Directors of Sensient Technologies Corporation (the "Company"), candidates should have relevant business and industry skills and experience, including a background, demonstrated skills or experience in at least one of the following areas:

Substantial recent business experience at the senior management level, preferably as chief executive officer.

Recent leadership position in the administration of a major college or university.

Recent specialized expertise at the doctoral level in a science or discipline important to the Company's business.

Recent prior senior level governmental or military service.

Financial expertise or risk assessment, risk management or employee benefit skills or experience.

In addition, international experience in geographic areas which are significant to the Company is highly desirable.

The Board will consider the desirability of the continued service of directors who change their primary employment. Such directors are expected to tender their resignations to assist the Board in evaluating such desirability on a timely basis.

##### Personal

Candidates should possess strong personal attributes, including ability, unquestionable integrity and honesty, leadership, independence, interpersonal skills and strong moral values.

Candidates (other than the Chairman of the Board and the President and Chief Executive Officer) should be independent of management and free of potential material conflicts with the Company's interests.

**NOTE: CANDIDATES ARE GENERALLY EXPECTED TO MEET THE INDEPENDENCE REQUIREMENTS RELATING TO DIRECTORS UNDER APPLICABLE LAWS AND REGULATIONS. NOMINEES ARE ALSO REQUIRED TO PROVIDE A WRITTEN AFFIRMATION THAT, AMONG OTHER THINGS, THE NOMINEE IS NOT AN EMPLOYEE, DIRECTOR OR AFFILIATE OF ANY COMPETITOR OF THE COMPANY.**

##### Other

In considering any particular candidate, the Board will consider the following additional factors:

The candidate's ability to work constructively with other members of the Board and with management.

Whether the candidate brings an appropriate mix of skills and experience that will enhance the diversity and overall composition of the Board. Directors should be selected so that the Board is a diverse body, with diversity reflecting gender, race, ethnicity, national origin and professional experience.



Whether the candidate is able to devote the time necessary to properly discharge his or her responsibilities. The Board will consider the number of other boards on which the candidate serves, and the likelihood that such other service will interfere with the candidate's ability to perform his or her responsibilities to the Company.

Candidates will be considered without discrimination because of their race, religion, color, sex, age, national origin, disability, veteran or military status, or any other characteristic protected by state, federal or local law.

A-1

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Shareowner Services  
P.O. Box 64945  
St. Paul, MN 55164-0945  
Address Change? Mark box, sign, and indicate changes below:

TO VOTE BY INTERNET OR  
TELEPHONE, SEE REVERSE SIDE  
OF THIS PROXY CARD.

TO VOTE BY MAIL AS THE BOARD OF DIRECTORS RECOMMENDS ON ALL ITEMS BELOW,  
SIMPLY SIGN, DATE, AND RETURN THIS PROXY CARD.

The Board of Directors Recommends a Vote "FOR" all Nominees listed in Item 1, and "FOR" Items 2 and 3.

1. Election of directors:	01 Hank Brown	06 Donald W. Landry	Vote FOR	Vote
	02 Joseph Carleone	07 Paul Manning	all nominees	WITHHELD
	03 Edward H. Cichurski	08 Deborah McKeithan-Gebhardt	(except as	from all
	04 Fergus M. Clydesdale	09 Elaine R. Wedral	marked)	nominees
	05 Mario Ferruzzi	10 Essie Whitelaw		

Please fold here - Do not separate

(Instructions: To withhold authority to vote for any indicated nominee, write the number(s) of the nominee(s) in the box provided to the right.)

- 2. Proposal to approve the compensation paid to Sensient's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion in the accompanying proxy statement. For Against Abstain
- 3. Proposal to ratify the appointment of Ernst & Young LLP, certified public accountants, as the independent auditors of Sensient for 2016. For Against Abstain
- 4. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THE PROXY WILL BE VOTED "FOR" ALL NOMINEES LISTED IN ITEM 1 AND "FOR" ITEMS 2 AND 3.

Date

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy.

SENSIENT TECHNOLOGIES CORPORATION

ANNUAL MEETING OF SHAREHOLDERS

To be held Thursday, April 21, 2016  
2:00 p.m., Central Time

Trump International Hotel  
401 North Wabash Avenue  
Chicago, Illinois

Sensient Technologies Corporation  
777 East Wisconsin Avenue proxy  
Milwaukee, Wisconsin 53202

This proxy is solicited on behalf of the Board of Directors of Sensient Technologies Corporation.

The shares of stock you hold in your account or in a dividend reinvestment account will be voted as you specify on the reverse side. Shares held in the same registration will be combined into the same proxy card whenever possible. However, shares held with different registrations cannot be combined and therefore a shareholder may receive more than one proxy card. If you hold shares in multiple accounts with different registrations, you must vote each proxy card you received to ensure that all shares you own are voted.

If no choice is specified, the proxy will be voted "FOR" all nominees listed in Item 1 and "FOR" Items 2 and 3.

By signing this proxy, you revoke all prior proxies and constitute and appoint KENNETH P. MANNING and JOHN L. HAMMOND, and each of them, with full power of substitution, your true and lawful Proxies, to represent and vote, as designated below, all shares of Common Stock of Sensient Technologies Corporation which you are entitled to vote at the Annual Meeting of Shareholders of such corporation to be held at the Trump International Hotel, 401 North Wabash Avenue, Chicago, Illinois on Thursday, April 21, 2016, 2:00 p.m., Central Time, and at any adjournment thereof.

This card also constitutes voting instructions to the trustees or administrators, as applicable, of certain of Sensient Technologies Corporation's employee benefit plans to vote shares attributable to accounts the undersigned may hold under such plans as indicated on the reverse of this card. If no voting instructions are provided, the shares will be voted in accordance with the provisions of the respective plans.

Vote by Internet, Telephone or Mail  
24 Hours a Day, 7 Days a Week

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

INTERNET  
[www.proxypush.com/sxt](http://www.proxypush.com/sxt)

PHONE  
1-866-883-3382

MAIL

Use the Internet to vote your proxy until 12:00 p.m. (CT) on April 20, 2016. For shares held in Sensient's employee benefit plans, the deadline is 12:00 p.m. (CT)

Use a touch-tone telephone to vote your proxy until 12:00 p.m. (CT) on April 20, 2016. For shares held in Sensient's employee benefit plans, the deadline is 12:00 p.m. (CT)

Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

on April 18, 2016.

on April 18, 2016.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.

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